

EXHIBIT D

HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP
2200 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, DC 20037

TEL 202 • 955 • 1500
FAX 804 • 788 • 8218

EIN 54-0572269

INVOICE SUMMARY

FILE NUMBER: 026915.MULTI
INVOICE NUMBER: 105069720
DATE: 07/08/2020

THIS BILL IS EBILLED

This bill was sent electronically per client requirements.

This paper document is for supplemental and informational purposes.

CLIENT NAME:	PACIFIC GAS & ELECTRIC COMPANY
BILLING ATTORNEY:	MICHAEL F FITZPATRICK

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INVOICE SUMMARY

PG&E CORPORATION
ATTN: CHRISTINE DESANZE
SENIOR COUNSEL
POST OFFICE BOX 77000
SAN FRANCISCO, CA 94177

FILE NUMBER: 026915.MULTI
INVOICE NUMBER: 105069720
DATE: 07/08/2020

CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
BILLING ATTORNEY: MICHAEL F FITZPATRICK

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending May 31, 2020 per the attached itemization:

CURRENT INVOICE SUMMARY:

Current Fees:	\$ 1,134,314.50
Current Charges:	2,396.65
CURRENT INVOICE AMOUNT DUE:	\$ 1,136,711.15

SUMMARY BY MATTER:

RE: (Hunton # 026915.0000015, Client # 1204984) PRIVACY AND SECURITY

Current Fees:	\$ 4,154.00
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 4,154.00

RE: (Hunton # 026915.0000018, Client # 1004022) Ecological Rights Foundation v. PG&E

Current Fees:	\$ 416.50
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 416.50

RE: (Hunton # 026915.0000027, Client # 1907552) North Bay Fires (Strategic Advice and Counsel)

Current Fees:	\$ 1,920.20
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 1,920.20

CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
FILE NUMBER: 026915.MULTI

INVOICE: 105069720
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RE: (Hunton # 026915.0000032, Client # 1907639) Utility Financing Advice

Current Fees:	\$ 188,418.50
Current Charges:	626.38
CURRENT MATTER AMOUNT DUE:	\$ 189,044.88

RE: (Hunton # 026915.0000034) Accounts Receivables Securitization

Current Fees:	\$ 32,700.30
Current Charges:	480.97
CURRENT MATTER AMOUNT DUE:	\$ 33,181.27

RE: (Hunton # 026915.0000037) 2020 Utility Tax-Exempt Advice

Current Fees:	\$ 16,128.60
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 16,128.60

RE: (Hunton # 026915.0000038, Client # 802946) 2020 Utility FMB Indenture

Current Fees:	\$ 360,228.80
Current Charges:	497.30
CURRENT MATTER AMOUNT DUE:	\$ 360,726.10

RE: (Hunton # 026915.0000039, Client # 903235) 2020 PG&E Corp Secured Debt Offering

Current Fees:	\$ 313,051.50
Current Charges:	792.00
CURRENT MATTER AMOUNT DUE:	\$ 313,843.50

RE: (Hunton # 026915.0000040) 2020 Utility Accounts Receivables Securitization

Current Fees:	\$ 0.00
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 0.00

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RE: (Hunton # 026915.0000041, Client # 802971) PG&E Utility 2020 Credit Facility

Current Fees:	\$ 107,621.70
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 107,621.70

RE: (Hunton # 026915.0000042, Client # 802946) PG&E Corp 2020 Credit Facility

Current Fees:	\$ 109,674.40
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 109,674.40

CURRENT INVOICE AMOUNT DUE:	\$ 1,136,711.15
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INVOICE SUMMARY-REMITTANCE PAGE

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CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY

BILLING ATTORNEY: MICHAEL F FITZPATRICK

RE: (Hunton # 026915.0000015, Client's # 1204984) PRIVACY AND SECURITY

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/05/2020	P M TIAO	C300	Call with USCC Alan Mangan regarding Dreamport information sharing platform.	0.30	201.00
05/07/2020	P M TIAO	C300	Lead pathfinder industry-only call	0.70	469.00
05/07/2020	P M TIAO	C300	Analyze DreamPort pilot and guidelines proposed by Ms. DePalacios	0.30	201.00
05/07/2020	P M TIAO	C300	Correspondence with Alan Mangan of DOD regarding DreamPort pilot	1.20	804.00
05/07/2020	P M TIAO	C300	Call with Ms. DePalacios regarding information sharing guidelines	0.30	201.00
05/12/2020	P M TIAO	C300	Analyze DOD briefing for Ms. DePalacios, Mr. Peterson and Mr. Levenberg and other industry partners on DreamPort Bumblebee pilot	1.10	737.00
05/20/2020	P M TIAO	C300	Emails with USCC J54 and CNMF regarding agenda items	0.40	268.00
05/20/2020	P M TIAO	C300	Telephone call with DOE, CNMF and J54 regarding agenda items	0.80	536.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	P M TIAO	C300	Correspond with Mr Peterson and Ms. DePalacios re: potential agenda items for DOE call	0.30	201.00
05/21/2020	P M TIAO	C300	Lead USG-Industry Pathfinder call with Ms. DePalacios	0.80	536.00
TOTAL C300				6.20	
TOTAL HOURS				6.20	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
P M TIAO	Partner	6.20	670.00	4,154.00
TOTAL FEES (\$)				4,154.00

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Analysis and Advice	C300	6.20	4,154.00
		6.20	4,154.00

MATTER SUMMARY:

Current Fees:	\$ 4,154.00
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 4,154.00

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RE: (Hunton # 026915.0000018, Client's # 1004022) Ecological Rights Foundation v. PG&E

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/25/2020	J T BOER	L120	Review data on sampling results and exchange correspondence with M. Pietrasz re: same	0.30	178.50
05/30/2020	J T BOER	L120	Prepare correspondence to F. Evenson (Ecology Law), C. Sproul (Environmental Advocates), J. Flanders (Aqua Terris) re: pilot program and preliminary sampling results	0.40	238.00
TOTAL L120				0.70	
TOTAL HOURS				0.70	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
J T BOER	Partner	0.70	595.00	416.50
TOTAL FEES (\$)				416.50

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Analysis/Strategy	L120	0.70	416.50
		0.70	416.50

MATTER SUMMARY:

Current Fees:	\$ 416.50
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 416.50

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RE: (Hunton # 026915.0000027, Client's # 1907552) North Bay Fires (Strategic Advice and Counsel)

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/12/2020	M F FITZPATRICK	P210	Reviewed bill presentation issue	0.40	374.40
05/13/2020	M F FITZPATRICK	P210	Reviewed billing presentation issues	0.50	468.00
			TOTAL P210	0.90	
05/12/2020	J W HARBOUR	P300	Analysis of securitization issues and communications with counsel	0.10	69.80
05/12/2020	A R O'BRIAN	P300	Respond to securitization related due diligence questions posed by Davis Polk (0.7); Respond to question from T. Smith regarding customer bill	1.40	1,008.00
			TOTAL P300	1.50	
			TOTAL HOURS	2.40	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	0.90	936.00	842.40
J W HARBOUR	Partner	0.10	698.00	69.80
A R O'BRIAN	Partner	1.40	720.00	1,008.00
	TOTAL FEES (\$)			1,920.20

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Corporate Review	P210	0.90	842.40
Structure / Strategy / Analysis	P300	1.50	1,077.80
		2.40	1,920.20

MATTER SUMMARY:

Current Fees:	\$ 1,920.20
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 1,920.20

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CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
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DATE: 07/08/2020
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RE: (Hunton # 026915.0000032, Client's # 1907639) Utility Financing Advice

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/26/2020	P C JAMIESON	P100	Attention to edgarizing of 8-K and revisions	7.20	3,535.20
05/27/2020	E J NEDELL	P100	Review opinion letter and provide comments	0.30	216.00
05/27/2020	J F PAGET	P100	Review and revise certificate of no objection	0.30	177.00
05/30/2020	P C JAMIESON	P100	Compile due diligence notes	1.40	687.40
			TOTAL P100	9.20	
05/01/2020	M F FITZPATRICK	P210	Reviewed Supplemental Indenture comments	0.80	748.80
05/01/2020	B P HARNEY	P210	Analyze comments to Exchange Debt Supplemental Indenture (.3); Correspond with Trustee's counsel on proper parties to include on communications (.3)	0.60	302.40
05/04/2020	M F FITZPATRICK	P210	Reviewed timeline for S-4	0.40	374.40
05/04/2020	C W HASBROUCK	P210	Review research materials with respect to CA statutory issues (1.2), and prepare comments (1.6).	2.80	1,601.60
05/04/2020	F VEHBUI	P210	Reviewed comments to supplemental indentures.	1.00	446.00
05/05/2020	M F FITZPATRICK	P210	Reviewed Prospectus Supplement and RSA for pre-petition funded debt	1.20	1,123.20
05/05/2020	M F FITZPATRICK	P210	Reviewed resale Exhibit 5 issues	1.00	936.00
05/05/2020	C W HASBROUCK	P210	Review additional research materials with respect to CA statutory issues (2.0), and prepare additional comments (2.5).	4.50	2,574.00
05/05/2020	R M JOHNSON	P210	Review the California materials (statute and case law) on the consideration for the issuance of shares.	1.70	1,507.90

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05/05/2020	R M JOHNSON	P210	Review the decision deck provided by Lazard.	1.50	1,330.50
05/05/2020	R M JOHNSON	P210	Analyze implications of the decision deck for the legal opinion.	0.60	532.20
05/05/2020	P C JAMIESON	P210	Review backstop commitment and related disclosure	1.20	589.20
05/06/2020	M F FITZPATRICK	P210	Reviewed Supplemental Indenture for Pre-Petition Funded Debt	2.80	2,620.80
05/06/2020	C W HASBROUCK	P210	Review additional CA statutory materials.	0.30	171.60
05/06/2020	B P HARNEY	P210	Review comments to supplemental indentures (.8); Analyze revised versions (1)	1.80	907.20
05/07/2020	M F FITZPATRICK	P210	Reviewed opinion/Underwriting Agreement issues	0.50	468.00
05/07/2020	M F FITZPATRICK	P210	Reviewed revised Supplemental Indenture for Funded Debt	0.80	748.80
05/07/2020	M F FITZPATRICK	P210	Reviewed Re-Sale Equity opinion issues	0.40	374.40
05/07/2020	M F FITZPATRICK	P210	Reviewed S-4 A/B exchange issues concerning 2023 and 2028 Reinstated Debt	1.00	936.00
05/07/2020	R M JOHNSON	P210	Review, analyze and edit the proposed draft resolutions of the Board with respect to the back stop commitments.	1.10	975.70
05/07/2020	M R YI	P210	Review dataroom documents in connection with notes offering	2.00	1,018.00
05/08/2020	M F FITZPATRICK	P210	Reviewed comments from Trustee Counsel for Funded Debt Supplemental Indenture	0.80	748.80
05/08/2020	R M JOHNSON	P210	Review email from STB regarding the resolution changes.	0.20	177.40
05/09/2020	B P HARNEY	P210	Analyze PG&E S-4 (.6)	0.60	302.40

HUNTON ANDREWS KURTH LLP
CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/09/2020	S C KWON	P210	Review/comment on revised draft of S-4 (5.7)	5.70	4,440.30
05/09/2020	P C JAMIESON	P210	Review pledge agreement	0.60	294.60
05/11/2020	M F FITZPATRICK	P210	Started review of S-4 for 2018 Senior Notes	2.30	2,152.80
05/11/2020	P C JAMIESON	P210	Review Intralinks data site and diligence progress	0.80	392.80
05/11/2020	B P HARNEY	P210	Telephone call with PrimeClerk on mechanics of reinstated debt, exchange and funded debt transactions (.8)	0.80	403.20
05/12/2020	M F FITZPATRICK	P210	Reviewed S-4 for Reinstated 2023 and 2028 debt	1.50	1,404.00
05/12/2020	B P HARNEY	P210	Analyze S-4 Registration statement and coordinate for comments (.8)	0.80	403.20
05/13/2020	M F FITZPATRICK	P210	Reviewed diligence/disclosure concerning investor presentations	1.80	1,684.80
05/13/2020	B P HARNEY	P210	Review PG&E S-4 and provide draft to working group (.5); Review draft DONs and discuss with C. Kwon (1.1)	1.60	806.40
05/13/2020	S C KWON	P210	Review/comment on revised draft of the S-4 registration statement (0.9); conference call with K. Felz regarding the same (0.2); conference call with B. Harney regarding further edits to the S-4 and distribution of same to PG&E and Cravath for review (0.3)	1.40	1,090.60
05/14/2020	M F FITZPATRICK	P210	Reviewed S-4 Registration Statement for Reinstated debt	2.00	1,872.00
05/14/2020	M F FITZPATRICK	P210	Reviewed Marketing communications	1.80	1,684.80
05/15/2020	M F FITZPATRICK	P210	Reviewed Rating Agency Presentation	3.50	3,276.00
05/16/2020	M F FITZPATRICK	P210	Reviewed SB 350	2.00	1,872.00

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05/16/2020	M F FITZPATRICK	P210	Reviewed Rating Agency Presentation	0.60	561.60
05/16/2020	S C KWON	P210	Review of Cravath's comments on draft S-4 (0.3); e-mail correspondences with B. Harney regarding such comments (0.2).	0.50	389.50
05/17/2020	M F FITZPATRICK	P210	Reviewed Equity Underwriting Agreement open issues and company comments	0.80	748.80
05/17/2020	M F FITZPATRICK	P210	Reviewed revised Rating Agency Presentation	1.00	936.00
05/18/2020	P C JAMIESON	P210	Review TTW guidelines	0.80	392.80
05/18/2020	M F FITZPATRICK	P210	Reviewed S-4 comments/questions received from Weil and Cravath	2.10	1,965.60
05/18/2020	M F FITZPATRICK	P210	Reviewed updates to S-3 350 bill and disclosure issues	1.40	1,310.40
05/18/2020	B P HARNEY	P210	Attention to accrued interest discussion for unregistered notes (.9)	0.90	453.60
05/19/2020	M F FITZPATRICK	P210	Reviewed Registration Rights Agreement, Form of 2023 and 2028 Notes and Rule 144	2.50	2,340.00
05/19/2020	M F FITZPATRICK	P210	Reviewed SB 350 draft	1.00	936.00
05/19/2020	B P HARNEY	P210	Attend call with respect to unrestricted CUSIP exchange (.8)	0.80	403.20

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05/19/2020	S C KWON	P210	Check of RRA provisions (0.3); conference call with M. Fitzpatrick and B. Harney regarding additional interest provision in the RRA and provision in the RRA regarding unrestricted CUSIP to avoid additional interest (0.5); check of DTC procedures with respect to exchange process for restricted CUSIP with unrestricted CUSIP (0.4); conference call with Weil and Cravath teams to discuss the S-4 draft, including with respect to disclosure around additional interest requirement under the RRA (0.5); further e-mail correspondences/conference call with Hunton team regarding same and items to follow-up on regarding the exchange process with DTC (0.3).	2.00	1,558.00
05/20/2020	M F FITZPATRICK	P210	Reviewed Confirmation Order	2.50	2,340.00
05/20/2020	B P HARNEY	P210	Correspond with DTC and CUSIP bureau with respect to unrestricted CUSIP exchanges (2.2)	2.20	1,108.80
05/21/2020	M F FITZPATRICK	P210	Reviewed Confirmation Order	2.50	2,340.00
05/22/2020	M R YI	P210	Conduct diligence for notes offering	4.50	2,290.50
05/22/2020	M F FITZPATRICK	P210	Reviewed revised Confirmation Order and brief	1.50	1,404.00
05/22/2020	B P HARNEY	P210	Telephone calls with respect to CUSIP exchange and providing revised language to Weil team for inclusion in the Confirmation order (1.8)	1.80	907.20

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05/24/2020	B P HARNEY	P210	Analyze updates to supplemental indentures for pre-petition debt and circulate to parties for review (1.5)	1.50	756.00
05/25/2020	M F FITZPATRICK	P210	Reviewed revisions to Confirmation Order	1.50	1,404.00
05/25/2020	B P HARNEY	P210	Analyze utility unrestricted CUSIP matters	0.60	302.40
05/26/2020	M F FITZPATRICK	P210	Reviewed changes to Confirmation Order	1.30	1,216.80
05/26/2020	M F FITZPATRICK	P210	Reviewed summaries of financing transactions	1.20	1,123.20
05/26/2020	M F FITZPATRICK	P210	Reviewed revisions to 8-K concerning PIPES transaction	0.40	374.40
05/26/2020	M F FITZPATRICK	P210	Started review of PIPES Investment Agreement	1.00	936.00
05/27/2020	M F FITZPATRICK	P210	Reviewed Investment Agreement for PIPES Transaction	3.00	2,808.00
05/27/2020	M F FITZPATRICK	P210	Reviewed Confirmation Order issues	0.80	748.80
05/27/2020	M R YI	P210	Conduct diligence for notes offering	4.00	2,036.00
05/27/2020	B P HARNEY	P210	Research unrestricted CUSIP questions and discuss matter with CUSIP team (1.2)	1.20	604.80
05/28/2020	M F FITZPATRICK	P210	Reviewed revised Investment Agreement for PIPES Transaction	1.00	936.00
05/28/2020	M R YI	P210	Conduct diligence for notes offering	3.10	1,577.90
05/28/2020	P C JAMIESON	P210	Attend legal and regulatory due diligence call	2.50	1,227.50
05/29/2020	B P HARNEY	P210	Review of comments to reinstated debt supplemental indentures (.5); review of comments to exchange debt supplemental indentures (.5); review of comments to funded debt supplemental indentures (.5)	1.50	756.00

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05/29/2020	B P HARNEY	P210	Telephone call with PG&E team with respect to unrestricted CUSIP exchange (.9)	0.90	453.60
05/29/2020	P C JAMIESON	P210	Attend business and auditor due diligence call	1.70	834.70
05/31/2020	M F FITZPATRICK	P210	Reviewed issues concerning Cash Management collateral issues	0.70	655.20
05/31/2020	M F FITZPATRICK	P210	Compiled documents for Confirmation	0.50	468.00
			TOTAL P210	114.00	
05/06/2020	T P STROTHER	P220	Review and comment on tax section of S-4	0.50	191.50
05/06/2020	T P STROTHER	P220	Research what qualifies as a significant modification to debt	0.60	229.80
05/06/2020	T P STROTHER	P220	Conference call to discuss significant modification of debt with corporate team	0.40	153.20
05/06/2020	R MCNAMARA	P220	Review and analysis of draft registration statement on Form S-4;	2.70	2,648.70
05/08/2020	R MCNAMARA	P220	Continue work on S-4 preparation	0.60	588.60
			TOTAL P220	4.80	
05/21/2020	D J JORDANGER	P230	Correspond with Messrs. Fitzpatrick and Jamieson and review agenda for May 22 call	0.20	179.20
05/22/2020	D J JORDANGER	P230	Evaluate environmental disclosures in Form 10-K and confer with Mr. Fitzpatrick to prepare for environmental diligence conference call	0.70	627.20
05/22/2020	D J JORDANGER	P230	Participate in environmental diligence conference call	0.50	448.00
			TOTAL P230	1.40	
05/03/2020	S C KWON	P280	Conference call with B. Harney to discuss draft S-4 and comments thereto and items to check (including form check) (0.6)	0.60	467.40

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05/11/2020	T L CANADA	P280	Prepare and submit LEDES files and supporting documents to Fee Examiner for Hunton's March 2020 fee statement	0.30	72.90
05/11/2020	J F PAGET	P280	Work on drafting April consolidated fee statement	1.60	944.00
05/12/2020	J F PAGET	P280	Work on preparing consolidated April fee statement	5.00	2,950.00
05/13/2020	J F PAGET	P280	Work on preparing consolidated April fee statement	4.80	2,832.00
05/15/2020	J F PAGET	P280	Work on consolidated April fee statement	6.40	3,776.00
05/21/2020	S C KWON	P280	Conference call with B. Harney regarding trustee deliverables to be prepared in connection with CUSIP replacement (0.3); conference call with M. Fitzpatrick regarding process of CUSIP exchange (0.2); e-mail correspondences with company counsel regarding updates with respect to the S-4 filing/timing and CUSIP exchange process (0.3); plan supplemental call (0.4)	1.20	934.80
05/22/2020	S C KWON	P280	Conference call with Cravath team regarding Utility S-4 filing and CUSIP exchange process (0.5); further conference call with M. Fitzpatrick regarding same (0.2); preparation of revised language relating to the CUSIP exchange process and S-4 filing with respect to the 2023 and 2028 notes to be included in the confirmation order (0.4).	1.10	856.90

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05/24/2020	S C KWON	P280	Conference calls/e-mail correspondences with B. Harney regarding comments on the draft opinions and deliverables with respect to removal of restricted legend and CUSIP on 2023 and 2028 notes (0.6)	0.60	467.40
05/26/2020	J F PAGET	P280	Review revised third monthly fee statement	0.90	531.00
05/26/2020	S C KWON	P280	Review/comment on draft email of B. Harney relating to email to PGE team regarding CUSIP exchange process (0.3)	0.30	233.70
			TOTAL P280	22.80	
05/01/2020	M F FITZPATRICK	P300	Telephone conference to discuss successor Trustee to 2017/2018 and 2005 Indenture	0.60	561.60
05/01/2020	S C KWON	P300	Continued preparation of mark-up of draft S-4, including the collateral bonds disclosure (and general FMB disclosure) to be included in S-4 (2.7); conference call with M. Fitzpatrick and B. Harney regarding S-4 and related timeline for filing of same (0.3).	3.00	2,337.00
05/01/2020	P C JAMIESON	P300	Telephone conference w/ Cravath re: exit financing	0.40	196.40
05/01/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz re: open points re: financing	0.20	98.20
05/01/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell and K. Felz re: commitment letter fees	0.20	98.20
05/02/2020	J W HARBOUR	P300	Analysis of financing issues and communications with counsel	0.10	69.80

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05/02/2020	S C KWON	P300	Conference call with M. Fitzpatrick regarding items to consider and to discuss with PGE legal regarding S-4 draft (0.4); continued preparation of mark-up of draft S-4 (2.5)	2.90	2,259.10
05/02/2020	P C JAMIESON	P300	Email correspondence w/ C. Kwon and B. Harney re: 2018 S-4	0.40	196.40
05/04/2020	M F FITZPATRICK	P300	Telephone conference with C. DeSanze and Joe Yu to discuss S-4	0.60	561.60
05/04/2020	M F FITZPATRICK	P300	Reviewed Cal Law opinion issues with Johnson & Jamieson	0.80	748.80
05/04/2020	C W HASBROUCK	P300	Strategy session with R. Johnson regarding findings of research and next steps.	0.50	286.00
05/04/2020	R M JOHNSON	P300	Prepare for and attend conference call on the legal opinion with respect to the shares of the company's being validly issued.	0.20	177.40
05/04/2020	R M JOHNSON	P300	Instructions to C. Hasbrouck regarding research on California corporate law.	0.20	177.40
05/04/2020	P C JAMIESON	P300	Telephone conference w/ Company, C. Kwon and B. Harney re: S-4	0.60	294.60
05/04/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: Exhibit 5 diligence for resale registration statements	0.50	245.50
05/04/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell re: term sheet updates	0.30	147.30
05/04/2020	P C JAMIESON	P300	Revise funded debt supplemental indenture draft	1.70	834.70
05/04/2020	P C JAMIESON	P300	Research re: exhibit 5 requirements for resale registration statement	1.80	883.80

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05/05/2020	P C JAMIESON	P300	Telephone conference w/ J. Harbour re: funded debt logistics	0.40	196.40
05/05/2020	P C JAMIESON	P300	Telephone conference w/ Lazard re: backstop premium	0.50	245.50
05/05/2020	P C JAMIESON	P300	Telephone conferences w/ R. Johnson re: backstop	1.20	589.20
05/05/2020	P C JAMIESON	P300	Telephone conference w/ J. Harbour and R. Johnson re: backstop	0.20	98.20
05/05/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick and R. Johnson re: resale registration statement opinion items	0.40	196.40
05/05/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: outstanding items for funded debt	0.20	98.20
05/05/2020	C W HASBROUCK	P300	Correspond with R. Johnson regarding additional findings of research, and proposed next steps.	0.50	286.00
05/05/2020	J W HARBOUR	P300	Analysis of issues concerning utility funded debt exchange notes and RSA and plan and communications with counsel	1.10	767.80
05/05/2020	R M JOHNSON	P300	Prepare for and attend telephone conference call with the Cravath and Lazard team regarding the information provided to the Board.	0.60	532.20
05/05/2020	R M JOHNSON	P300	Prepare for and attend conference call with Jason Harbour and P. Jamieson regarding the bankruptcy implications of the stock issuance.	0.30	266.10
05/05/2020	P C JAMIESON	P300	Telephone conference w/ Cravath re: resale registration statements	0.40	196.40

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05/05/2020	P C JAMIESON	P300	Telephone conference w/ EMM re: funded debt logistics	0.50	245.50
05/05/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick and K. Felz re: open issues for funded debt	0.40	196.40
05/05/2020	P C JAMIESON	P300	Review Lazard presentation re: backstop pricing	1.70	834.70
05/05/2020	P C JAMIESON	P300	Review RSA and related disclosure	0.70	343.70
05/06/2020	M F FITZPATRICK	P300	Attended status calls to discuss FMB issuance and timeline	1.40	1,310.40
05/06/2020	C W HASBROUCK	P300	Correspond with R. Johnson regarding CA statutory issues and next steps.	0.50	286.00
05/06/2020	S C KWON	P300	Conference call with B. Harney regarding distribution of draft S-4 to Hunton tax team to review tax disclosure included therein (0.3); further conference call with B. Harney regarding Tax team's comments thereto (0.3); conference call with M. Fiitzpatrick regarding S- 4 disclosure matters (0.4).	1.00	779.00
05/06/2020	P C JAMIESON	P300	Attend weekly JPM call	0.30	147.30
05/06/2020	P C JAMIESON	P300	Email correspondence w/ Company re: comfort letter logistics	0.10	49.10
05/06/2020	P C JAMIESON	P300	Telephone conference w/ DPW re: document status	0.70	343.70
05/06/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney re: pledge agreement/intercreditor agreement	0.30	147.30
05/06/2020	P C JAMIESON	P300	Telephone conference w/ M. Yi re: due diligence	0.30	147.30
05/06/2020	P C JAMIESON	P300	Email correspondence w/ STB re: backstop resolutions	0.40	196.40

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05/06/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: funded debt supplemental indenture	0.50	245.50
05/06/2020	P C JAMIESON	P300	Follow-up email correspondence w/ M. Yi re: diligence review	0.30	147.30
05/06/2020	P C JAMIESON	P300	Email correspondence w/ Hunton working group re: various updates from DPW	0.40	196.40
05/06/2020	P C JAMIESON	P300	Update funded debt supplemental indenture	1.30	638.30
05/07/2020	C W HASBROUCK	P300	Correspond with R. Johnson regarding CA opinion issues.	0.30	171.60
05/07/2020	P C JAMIESON	P300	Telephone conference w/ B. Harney re: exchange debt supplemental indenture	0.40	196.40
05/07/2020	P C JAMIESON	P300	Update funded debt supplemental indenture	1.30	638.30
05/07/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: backstop resolutions	0.50	245.50
05/07/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick and E. Nedell re: backstop resolutions	0.40	196.40
05/07/2020	P C JAMIESON	P300	Attend Plan Supplement working group call	0.50	245.50
05/07/2020	P C JAMIESON	P300	Email correspondence w/ Company re: comfort letter process	0.20	98.20
05/07/2020	P C JAMIESON	P300	Research re: certificated bonds for funded debt supplemental indenture	0.70	343.70
05/07/2020	P C JAMIESON	P300	Prepare checklist of funded debt closing logistics	1.70	834.70
05/07/2020	P C JAMIESON	P300	Review exchange debt supplemental indenture	0.40	196.40
05/07/2020	K C FELZ	P300	Discuss S-4 and exchange offer of 2018 notes with M. Fitzpatrick	0.40	349.20
05/08/2020	P C JAMIESON	P300	Research re: "strengths and strategies" disclosure	1.50	736.50

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05/08/2020	P C JAMIESON	P300	Research re: roadshow analysis under 163B	1.90	932.90
05/08/2020	P C JAMIESON	P300	Email correspondence w/ STB re: backstop issuance resolutions	0.40	196.40
05/10/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: roadshow	0.60	294.60
05/10/2020	P C JAMIESON	P300	Follow-up research re: 163B	0.30	147.30
05/11/2020	P C JAMIESON	P300	Telephone conference w/ Weil and PrimeClerk re: logistics	0.60	294.60
05/11/2020	P C JAMIESON	P300	Telephone conferences w/ B. Harney re: PrimeClerk logistics	0.40	196.40
05/11/2020	P C JAMIESON	P300	Telephone conference and email correspondence w/ Weil re: funded debt supplemental indenture	0.70	343.70
05/11/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: regulatory opinions	0.70	343.70
05/11/2020	P C JAMIESON	P300	Review Cravath comments to equity UA	1.20	589.20
05/11/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: 163B analysis	0.30	147.30
05/12/2020	C W HASBROUCK	P300	Correspond with team regarding filing issues.	0.20	114.40
05/13/2020	P C JAMIESON	P300	Attend JPM weekly update call	0.30	147.30
05/13/2020	P C JAMIESON	P300	Telephone conference w/ M. Yi re: diligence	0.20	98.20
05/13/2020	P C JAMIESON	P300	Email correspondence w/ M. Hayes re: diligence	0.20	98.20
05/13/2020	P C JAMIESON	P300	Update S-3/A comments	1.30	638.30
05/13/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: equity opinion considerations	0.40	196.40
05/13/2020	P C JAMIESON	P300	Review revised draft closing checklists; distribute to working group	0.40	196.40

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05/13/2020	P C JAMIESON	P300	Follow-up email correspondence w/ Company re; strengths and strategies examples	0.30	147.30
05/13/2020	P C JAMIESON	P300	Email correspondence w/ BOKF re: S-3/A	0.20	98.20
05/13/2020	P C JAMIESON	P300	Email correspondence w/ Company re: escrow agreement	0.20	98.20
05/13/2020	P C JAMIESON	P300	Draft equity opinion	2.50	1,227.50
05/13/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: equity opinion	0.20	98.20
05/14/2020	P C JAMIESON	P300	Attend POR working group call	0.30	147.30
05/14/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: S-3/A logistics	0.20	98.20
05/14/2020	P C JAMIESON	P300	Prepare checklist of S-3/A items	0.70	343.70
05/14/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: equity opinions	0.30	147.30
05/14/2020	P C JAMIESON	P300	Revise equity opinions	0.50	245.50
05/14/2020	P C JAMIESON	P300	Review equity UA; compare reps/warranties to RCF	2.30	1,129.30
05/14/2020	P C JAMIESON	P300	Telephone conferences w/ M. Fitzpatrick and K. Felz re: equity UA	0.40	196.40
05/14/2020	P C JAMIESON	P300	Consolidate comments to equity UA	0.30	147.30
05/14/2020	P C JAMIESON	P300	Email correspondence w/ Weil re: UCC	0.20	98.20
05/14/2020	P C JAMIESON	P300	Telephone conference w/ C. Kwon re: S-4	0.20	98.20
05/14/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: equity opinions	0.30	147.30
05/15/2020	P C JAMIESON	P300	Email correspondence w/ Lazard and E. Nedell and D. Murphy re: equity financing conditions	0.20	98.20
05/15/2020	P C JAMIESON	P300	Email correspondence w/ Arent Fox re; S-3/A and T-1	0.40	196.40

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05/15/2020	P C JAMIESON	P300	Telephone conference w/ PG&E, C. Kwon and B. Harney re: POAs and UA	0.40	196.40
05/15/2020	P C JAMIESON	P300	Update S-4 POA; prepare S-8 POA	0.70	343.70
05/15/2020	P C JAMIESON	P300	Review form BNYM escrow agreement	0.40	196.40
05/15/2020	P C JAMIESON	P300	Review rating agency presentation	1.60	785.60
05/15/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: rating agency presentation	0.30	147.30
05/15/2020	P C JAMIESON	P300	Telephone conferences w/ M. Fitzpatrick and E. Nedell re: opinions	0.70	343.70
05/15/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell and R. Johnson re: CA good standing opinion diligence	0.20	98.20
05/15/2020	P C JAMIESON	P300	Email correspondence w/ Weil re: UCC correspondence; email correspondence w/ Milbank re: same	0.30	147.30
05/16/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney re: rating agency presentation	0.20	98.20
05/16/2020	P C JAMIESON	P300	Consolidate comments to rating agency presentation	0.60	294.60
05/17/2020	P C JAMIESON	P300	Prepare draft of "Strengths and Strategies" insert	3.60	1,767.60
05/17/2020	P C JAMIESON	P300	Revise rating agency presentation	0.50	245.50
05/17/2020	P C JAMIESON	P300	Telephone conference w/ D. Murphy re: rating agency presentation	0.20	98.20
05/18/2020	P C JAMIESON	P300	Telephone conference w/ DPW re: TTW guidelines and open items	0.40	196.40
05/18/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: TTW guidelines	0.20	98.20
05/18/2020	M F FITZPATRICK	P300	Responded to S-4 questions	0.60	561.60

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05/18/2020	J W HARBOUR	P300	Analysis of financing transaction issues	0.50	349.00
05/18/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: equity UA opinion and comments	0.30	147.30
05/18/2020	P C JAMIESON	P300	Revise equity UA opinions	0.50	245.50
05/18/2020	P C JAMIESON	P300	Telephone conference w/ PG&E and D&T re: comfort letter process	0.30	147.30
05/18/2020	P C JAMIESON	P300	Email correspondence w/ Company and M. Fitzpatrick re: audit response	0.20	98.20
05/18/2020	P C JAMIESON	P300	Revise funded debt supplemental indenture	0.50	245.50
05/18/2020	P C JAMIESON	P300	Email correspondence w/ MTO re: CPUC equity approval	0.20	98.20
05/18/2020	P C JAMIESON	P300	Telephone conference w/ Company re: equity UA comments	0.20	98.20
05/18/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: equity UA comments	0.20	98.20
05/18/2020	P C JAMIESON	P300	Email correspondence w/ BOKF and Arent Fox re: T-1	0.30	147.30
05/18/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: Strengths and Strategies outline	0.30	147.30
05/18/2020	P C JAMIESON	P300	Email correspondence w/ PG&E re: Strengths and Strategies summary	0.40	196.40
05/18/2020	P C JAMIESON	P300	Email correspondence w/ Hunton working group re: good standings/franchise tax certificates and certified charters	0.40	196.40
05/19/2020	M F FITZPATRICK	P300	Telephone conferences with Weil and Cravath to discuss S-4 and additional interest for 2023 and 2028 Notes	0.60	561.60
05/19/2020	M F FITZPATRICK	P300	Telephone conference with Company to review SB 350	0.50	468.00

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05/19/2020	J W HARBOUR	P300	Analysis of financing issues, including concerning additional interest (0.7), and communications with counsel (0.3)	1.00	698.00
05/19/2020	P C JAMIESON	P300	Telephone conference w/ Cravath re: S-3/A	0.30	147.30
05/19/2020	P C JAMIESON	P300	Email correspondence w/ C. Kwon re: unrestricted CUSIP	0.30	147.30
05/19/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re; removal of restricted legend	0.30	147.30
05/19/2020	P C JAMIESON	P300	Research re: removal of restricted legend; email correspondence w/ M. Fitzpatrick re: same	0.70	343.70
05/20/2020	M F FITZPATRICK	P300	Telephone conference with Weil to discuss Order	0.50	468.00
05/20/2020	S C KWON	P300	Conference calls with B. Harney regarding CUSIP exchange process at DTC (0.4); conference call with a DTC representative regarding a CUSIP exchange process (0.3); conference call/e-mail correspondences with CUSIP Bureau with respect to ordering of unrestricted CUSIP for outstanding security (0.3); check of DTC forms for CUSIP exchange process (0.2)	1.20	934.80
05/20/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell and D. Murphy re: equity pro supp updates re: bank facilities	0.40	196.40
05/21/2020	M F FITZPATRICK	P300	Several telephone conferences with Weil to discuss Confirmation Order and brief	0.80	748.80
05/21/2020	P C JAMIESON	P300	Revise S-3/A; coordinate w/ Hunton team re: same	1.30	638.30

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05/21/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell and D. Murphy re: credit facility descriptions in equity pro supp	0.30	147.30
05/21/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: S-3/A	0.30	147.30
05/22/2020	M F FITZPATRICK	P300	Telephone conference with Cravath & Weil to discuss Confirmation Order	0.80	748.80
05/22/2020	J W HARBOUR	P300	Analysis of issues concerning financing including note reinstatement	0.10	69.80
05/22/2020	P C JAMIESON	P300	Attend environmental due diligence call	0.60	294.60
05/22/2020	P C JAMIESON	P300	Review equity pro supp; consolidate Hunton team comments to same	3.00	1,473.00
05/22/2020	P C JAMIESON	P300	Review S-3/A proof	1.30	638.30
05/22/2020	P C JAMIESON	P300	Telephone conference w/ Cravath re: POR filing; follow-up email correspondence w/ Weil re: same	0.30	147.30
05/23/2020	M F FITZPATRICK	P300	Several telephone conferences with Weil to discuss Confirmation Order and process	1.20	1,123.20
05/23/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney and Company re; supplemental indentures for effective date	0.40	196.40
05/23/2020	P C JAMIESON	P300	Prepare summary of existing debt w/ CUSIPs	2.90	1,423.90
05/23/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick and B. Harney	0.40	196.40
05/23/2020	P C JAMIESON	P300	Email correspondence w/ Company re: CUSIPs for existing debt	0.30	147.30
05/23/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: commitment letters credit facility	0.20	98.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/24/2020	P C JAMIESON	P300	Prepare draft of commitment letter 8-K; revise same	2.70	1,325.70
05/25/2020	M F FITZPATRICK	P300	Attended call to discuss Confirmation Order with Weil & Cravath	0.50	468.00
05/25/2020	P C JAMIESON	P300	Update 8-K for commitment letters	0.80	392.80
05/26/2020	P C JAMIESON	P300	Revise 8-K; coordinate w/ Hunton team re: same	1.40	687.40
05/26/2020	P C JAMIESON	P300	Email correspondence w/ PG&E and Cravath re: 8-K revisions	0.80	392.80
05/26/2020	P C JAMIESON	P300	Telephone conferences w/ E. Nedell and D. Murphy re: commitment letters and schedules	0.70	343.70
05/27/2020	M F FITZPATRICK	P300	Correspond with company re: Confirmation Order	0.20	187.20
05/27/2020	P C JAMIESON	P300	Prepare 8-K filing	3.90	1,914.90
05/27/2020	P C JAMIESON	P300	Telephone conference w/ Company and Cravath re: 8-K	0.30	147.30
05/27/2020	P C JAMIESON	P300	Telephone conference w/ E. Nedell and Company re: 8-K	0.40	196.40
05/27/2020	P C JAMIESON	P300	Revise 8-K draft; email correspondence w/ working group re: same	0.30	147.30
05/27/2020	P C JAMIESON	P300	Email correspondence w/ M. Hayes re: draft launch press releases	1.00	491.00
05/27/2020	P C JAMIESON	P300	Analyze issues re: launch of press releases	0.20	98.20
05/28/2020	M F FITZPATRICK	P300	Telephone conference with C. DeSanze to discuss workstreams and Confirmation Order	1.00	936.00
05/28/2020	J W HARBOUR	P300	Analysis of receivables transaction issues and communications with counsel	0.50	349.00
05/28/2020	P C JAMIESON	P300	Email correspondence w/ D. Murphy re: TLB good standing opinion	0.20	98.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/29/2020	P C JAMIESON	P300	Review S-3/A proof; email correspondence w/ Cravath re: same	0.70	343.70
05/31/2020	M F FITZPATRICK	P300	Discussions with Weil team on document status	0.50	468.00
			TOTAL P300	111.00	
05/01/2020	T L CANADA	P400	Finalize CNO to Hunton's January and February 2020 fee statement and remit to local counsel for filing	0.50	121.50
05/01/2020	T L CANADA	P400	Continue work on Hunton's March fee statement	1.50	364.50
05/04/2020	S C KWON	P400	E-mail correspondences with B. Harney regarding items to check on existing registration rights agreement and discussion of timeline (0.4); conference call with M. Fitzpatrick regarding items to address on the call with PGE legal team (0.3); conference call with PG&E legal regarding S-4 related matters (0.4).	1.10	856.90
05/11/2020	S C KWON	P400	Continued preparation of updated S-4 registration statement (2.7); conference call with B. Harney regarding comments on exhibit list and disclosure check on DON included in S-4 (0.4).	3.10	2,414.90
05/18/2020	T L CANADA	P400	Work on April 2020 Hunton fee statement	4.00	972.00
05/19/2020	T L CANADA	P400	Continue work on April 2020 Hunton fee statement	7.00	1,701.00
05/20/2020	T L CANADA	P400	Communications with M. Fitzpatrick regarding April 2020 fee statement	0.30	72.90
05/21/2020	T L CANADA	P400	Communications with P. Tiao and T. Boer regarding April 2020 fee statement	0.30	72.90
05/21/2020	T L CANADA	P400	Prepare CNO for Hunton's March fee statement	1.00	243.00
05/21/2020	T L CANADA	P400	Prepare Hunton's April fee statement	1.00	243.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/23/2020	S C KWON	P400	Preparation of updated drafts of deliverables and opinion under the 2018 Unsecured Indenture relating to removal of restricted legend and restricted CUSIP from 2023 and 2028 bonds (3.7); e-mail correspondences/conference calls with B. Harney regarding supplemental indentures with respect to exchange debt and reinstated debt (0.3)	4.00	3,116.00
05/27/2020	T L CANADA	P400	Revise CNO for Hunton's March fee statement	0.50	121.50
05/27/2020	T L CANADA	P400	Continue work on Hunton's April fee statement and exhibits to same	5.50	1,336.50
05/27/2020	M A HAYES	P400	Revised the PIPE Investment Agreement's Rep and Warranty sections as well as miscellaneous based on the Equity Underwriter's Agreement.	3.00	1,215.00
TOTAL P400				32.80	
05/05/2020	F VEHBIU	P500	Revised supplemental indentures per Akin comments.	2.50	1,115.00
05/06/2020	F VEHBIU	P500	Revised supplemental indentures per Akin comments.	3.80	1,694.80
05/12/2020	K C FELZ	P500	Review/comment on initial draft of S-4 for exchange offer and discuss with C. Kwon	1.20	1,047.60
TOTAL P500				7.50	
TOTAL HOURS				303.50	

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TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
K C FELZ	Partner	1.60	873.00	1,396.80
M F FITZPATRICK	Partner	62.50	936.00	58,500.00
J W HARBOUR	Partner	3.30	698.00	2,303.40
R M JOHNSON	Partner	6.40	887.00	5,676.80
D J JORDANGER	Partner	1.40	896.00	1,254.40
S C KWON	Partner	29.70	779.00	23,136.30
R MCNAMARA	Partner	3.30	981.00	3,237.30
E J NEDELL	Partner	0.30	720.00	216.00
J F PAGET	Counsel	19.00	590.00	11,210.00
B P HARNEY	Associate	17.60	504.00	8,870.40
C W HASBROUCK	Associate	9.60	572.00	5,491.20
M A HAYES	Associate	3.00	405.00	1,215.00
P C JAMIESON	Associate	101.50	491.00	49,836.50
T P STROTHER	Associate	1.50	383.00	574.50
F VEHBUI	Associate	7.30	446.00	3,255.80
M R YI	Associate	13.60	509.00	6,922.40
T L CANADA	Paralegal	21.90	243.00	5,321.70
TOTAL FEES (\$)				188,418.50

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	9.20	4,615.60
Corporate Review	P210	114.00	84,898.10
Tax	P220	4.80	3,811.80
Environmental	P230	1.40	1,254.40
Other	P280	22.80	14,066.10
Structure / Strategy / Analysis	P300	111.00	63,063.50
Initial Document Preparation / Filing	P400	32.80	12,851.60
Negotiation / Revision / Responses	P500	7.50	3,857.40
		303.50	188,418.50

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FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	DATE	DESCRIPTION	AMOUNT
E107	Delivery/Messenger Services			56.68
			TOTAL E107 DELIVERY/MESSENGER SERVICES	56.68
E124	Other	05/15/2020	VENDOR: CT Corporation INVOICE#: 20784326RI DATE: 5/15/2020 Certificates	269.10
E124	Other	05/15/2020	VENDOR: CT Corporation INVOICE#: 20784338RI DATE: 5/15/2020 Searches for PG&E	300.60
			TOTAL E124 OTHER	569.70
			TOTAL CURRENT EXPENSES (\$)	626.38

MATTER SUMMARY:

Current Fees:	\$ 188,418.50
Current Charges:	626.38
CURRENT MATTER AMOUNT DUE:	\$ 189,044.88

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RE: (Hunton # 026915.0000034) Accounts Receivables Securitization

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/18/2020	S S BELL	P100	Review correspondence re: credit agreement revisions	0.30	112.20
			TOTAL P100	0.30	
05/25/2020	M F FITZPATRICK	P210	Reviewed Regulatory Authority	1.20	1,123.20
			TOTAL P210	1.20	
05/21/2020	L A OKINAKA	P250	Review credit agreement (0.8); emails with S. Bell regarding questions about same (0.2).	1.00	981.00
			TOTAL P250	1.00	
05/03/2020	R J HAHN	P300	Read and reply to correspondence	0.30	261.90
05/13/2020	R J HAHN	P300	Read and reply to correspondence concerning insurance for accounts receivable facility special purpose entity (.4); review special purpose entity criteria for accounts receivable facilities relating to payment by affiliate of costs and allocations of same (.3)	0.70	611.10
05/15/2020	R J HAHN	P300	Read and reply to correspondence regarding formation of accounts receivable borrowing entity (.3); conference regarding preparation of accounts receivable borrowing entity certificate of formation (.1)	0.40	349.20
05/18/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: LLC formation	0.20	98.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/18/2020	R J HAHN	P300	Read and reply to correspondence concerning credit agreement revisions to permit accounts receivable facility and to formation of accounts receivable borrowing entity (.5); review draft of certificate of formation of accounts receivable borrowing entity (.1)	0.60	523.80
05/21/2020	R J HAHN	P300	Draft and reply to correspondence relating to CPUC affiliate transaction rules and PG&E draft compliance plan related thereto (.5); review CPUC affiliate transaction rules in regard to proposed AR facility and transaction between utility and AR facility borrower (.4); review draft PG&E compliance plan regard to proposed AR facility and transaction between utility and AR facility borrower, including administrative services agreement (.5)	1.40	1,222.20
05/22/2020	R J HAHN	P300	Telephone conference regarding comments to draft credit agreements	0.20	174.60
05/25/2020	R J HAHN	P300	Read correspondence re: credit agreement (.3); draft correspondence re: credit agreement (.4); read opening brief discussion of accounts receivable financing (.3); read proposed comments to decision concerning accounts receivable financing (.3)	1.30	1,134.90
05/25/2020	M F FITZPATRICK	P300	Telephone call with MTO re: financing	0.60	561.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/26/2020	R J HAHN	P300	Read correspondence re: financing (.4); draft correspondence re: financing (.6); draft high-level summary of accounts receivable financing (.3)	1.30	1,134.90
05/26/2020	M F FITZPATRICK	P300	Email correspondence with MTO regarding Regulatory Authority	0.50	468.00
05/27/2020	R J HAHN	P300	Read correspondence re: financing (.4); draft correspondence re: financing (.4); review engagement letter (.3); review draft term sheet (1.2)	2.30	2,007.90
05/28/2020	R J HAHN	P300	Read correspondence re: financing (.3); draft correspondence re: financing (.2); finalize review of term sheet (.3); draft comments to term sheet (1.4); conference call with client regarding comments to term sheet (.6); review client questions concerning officers for AR facility borrower and related matters (.3)	3.10	2,706.30
05/28/2020	L A OKINAKA	P300	Review draft administrative services agreement and review emails from B. Hahn about the services arrangement (0.5); follow up emails regarding ERISA related comments to agreement (0.5).	1.00	981.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/29/2020	R J HAHN	P300	Read and reply to correspondence (.5); review description of types/categories of AR (.4); draft memo regarding questions concerning types/categories of AR (.8); telephone conference with client regarding AR borrower corporate matters, including officers, directors, employees, services agreement and LLC agreement (.7); review LLC agreement in light of client questions (.3)	2.70	2,357.10
05/30/2020	R J HAHN	P300	Read and reply to correspondence concerning general corporate matters relating to AR facility borrower (.3); analyze PG&E form of affiliate services agreement (.5); draft memo regarding PG&E form of affiliate services agreement (.3)	1.10	960.30
05/31/2020	R J HAHN	P300	Draft correspondence and read correspondence relating to AR facility borrower, including officers, directors and applicability of CPUC's affiliate transaction rules and PG&E's affiliate transaction compliance plan, and relating to AR term sheet comments and MUFG's responses thereto (1.2); review of administrative services agreement (.2); review of Mr. Wientraub's comments to AR facility borrower's draft LLC agreement (.2)	1.60	1,396.80
TOTAL P300				19.30	

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/04/2020	R J HAHN	P400	Read and reply to correspondence (.4); read draft credit agreement to determine revisions to permit accounts receivable facility (1.2); draft comments and revisions to credit agreement to permit accounts receivable facility (.9)	2.50	2,182.50
05/15/2020	S S BELL	P400	Draft Certificate of Formation (0.3); email review and response to CT Corp and paralegal(0.3)	0.60	224.40
05/18/2020	M A CARAMORE	P400	Prepare and submit Certificate of Formation for filing in DE through CSC as alternate vendor	0.50	121.50
05/19/2020	R J HAHN	P400	Read and reply to correspondence with client regarding formation of AR facility borrower and services agreement (.5); review draft of LLC agreement for AR facility borrower (.3); draft comments to LLC agreement for AR facility borrower (.2); review draft of administrative services agreement between PG&E and AR facility borrower (.7); draft revisions to administrative services agreement between PG&E and AR facility borrower (.6); telephone conference regarding LLC agreement (.2)	2.50	2,182.50

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/19/2020	S S BELL	P400	email r+r re operating agreement and certificate of formation (0.6); draft operating agreement and ancillary services agreement; send to Mr. R. Hahn (3.0); revise LLC Agreement (1.0); review R Hahn revisions to Administrative Services Agreement (0.3); send revised LLC Agreement to R. Hahn (0.4); Send to PG&E (0.1); coordinate ERISA Review (0.2)	5.60	2,094.40
05/21/2020	S S BELL	P400	Respond to email concerning credit agreement revisions	0.60	224.40
05/22/2020	S S BELL	P400	Revise and send LLC Agmt to R. Hahn (0.5); email review and response (0.1)	0.60	224.40
05/28/2020	S S BELL	P400	Arrange EIN and email R+R (1.0); Review Term Sheet and Engagement letter (3.5)	4.50	1,683.00
05/28/2020	M A CARAMORE	P400	Review and provide guidance on obtaining EIN for PG&E AR Facility LLC (.4); process order from secretary of state for LLC formation (.3)	0.70	170.10
05/29/2020	S S BELL	P400	Participate in conference call with HAK team re: financing matters: (0.6); Revise LLC Agreement: (0.3); draft short form (1.5)	2.60	972.40
05/30/2020	S S BELL	P400	Revise Short form LLC Agreement (0.4); email correspondence with HAK team re: the same (0.2)	0.60	224.40
TOTAL P400				21.30	

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	R J HAHN	P500	Read and respond to correspondence relating to credit agreements and provisions concerning AR facility (.6); review comments to draft credit agreements and provisions concerning AR facility (.8); draft responses and comments to provisions concerning AR facility contained in draft credit agreements (.5); conference call with Ms. Jin regarding comments to comments to provisions concerning AR facility contained in draft credit agreements (.3); read and respond to correspondence concerning AR facility borrower and service agreement (.3); review draft pledge agreement (.3); read and reply to correspondence regarding pledge agreement (.2); review CPUC affiliate transaction rules regarding PG&E relationship with AR facility borrower (.3); review draft PG&E compliance plan regarding affiliate transactions and relationship with AR facility borrower (.4)	3.70	3,230.10
TOTAL P500				3.70	
TOTAL HOURS				46.80	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	2.30	936.00	2,152.80
R J HAHN	Partner	25.70	873.00	22,436.10
L A OKINAKA	Partner	2.00	981.00	1,962.00
S S BELL	Associate	15.40	374.00	5,759.60
P C JAMIESON	Associate	0.20	491.00	98.20
M A CARAMORE	Paralegal	1.20	243.00	291.60
TOTAL FEES (\$)				32,700.30

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TIME SUMMARY BY TASK CODE:

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Project Administration	P100	0.30	112.20
Corporate Review	P210	1.20	1,123.20
Employee / Labor	P250	1.00	981.00
Structure / Strategy / Analysis	P300	19.30	16,949.80
Initial Document Preparation / Filing	P400	21.30	10,304.00
Negotiation / Revision / Responses	P500	3.70	3,230.10
		46.80	32,700.30

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	DATE	DESCRIPTION	AMOUNT
E124	Other	05/20/2020	VENDOR: CSC; INVOICE#: 81109636041; DATE: 5/20/2020 - Acct# 4325394 - Entity formation and registered agent appointment in Delaware for PEG&E AR facility, LLC	480.97
			TOTAL E124 OTHER	480.97
			TOTAL CURRENT EXPENSES (\$)	480.97

MATTER SUMMARY:

Current Fees:	\$ 32,700.30
Current Charges:	480.97
CURRENT MATTER AMOUNT DUE:	\$ 33,181.27

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RE: (Hunton # 026915.0000037) 2020 Utility Tax-Exempt Advice

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/14/2020	B M STALEY	P100	Review redemption/cancellation notice requirements for outstanding bonds.	0.50	241.00
			TOTAL P100	0.50	
05/12/2020	A R KINTZINGER	P220	Doc review regarding redemption notice provisions for Pollution Control Bonds.	0.50	418.50
05/13/2020	A R KINTZINGER	P220	Doc review of redemption notice provisions of Pollution Control Bonds.	1.00	837.00
05/14/2020	A R KINTZINGER	P220	Doc analysis of redemption notices for Pollution Control Bonds.	2.50	2,092.50
05/15/2020	A R KINTZINGER	P220	Doc review on redemption notices for Pollution Control Bonds.	2.80	2,343.60
05/16/2020	B M STALEY	P220	Review redemption/cancellation notice requirements for outstanding bonds.	1.50	723.00
05/17/2020	B M STALEY	P220	Prepare memo re: redemption/cancellation notice requirements for outstanding bonds.	2.30	1,108.60
05/18/2020	A R KINTZINGER	P220	Analysis of pollution control bond notice provisions for redemption and emergence.	2.80	2,343.60
05/19/2020	A R KINTZINGER	P220	Analysis redemption notice provisions for pollution control bond redemption and emergence.	1.40	1,171.80
05/20/2020	A R KINTZINGER	P220	Redemption notice provisions on pollution control bonds to client for review and to trustee's counsel for review.	2.50	2,092.50
05/26/2020	A R KINTZINGER	P220	Analyze notice provisions for PCBs.	2.50	2,092.50

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/30/2020	A R KINTZINGER	P220	Email correspondence with Holland Knight regarding PCB redemption notice mechanics.	0.50	418.50
TOTAL P220				20.30	
05/18/2020	P C JAMIESON	P300	Review summary chart re: redemption provisions	0.40	196.40
05/18/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: redemption provisions	0.10	49.10
TOTAL P300				0.50	
TOTAL HOURS				21.30	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
A R KINTZINGER	Counsel	16.50	837.00	13,810.50
P C JAMIESON	Associate	0.50	491.00	245.50
B M STALEY	Associate	4.30	482.00	2,072.60
TOTAL FEES (\$)				16,128.60

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	0.50	241.00
Tax	P220	20.30	15,642.10
Structure / Strategy / Analysis	P300	0.50	245.50
		21.30	16,128.60

MATTER SUMMARY:

Current Fees:	\$ 16,128.60
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 16,128.60

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RE: (Hunton # 026915.0000038, Client's # 802946) 2020 Utility FMB Indenture

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/13/2020	P C JAMIESON	P100	Prepare distribution of pro supp to working group	0.40	196.40
05/18/2020	P C JAMIESON	P100	Analyze revised S-3/A and FMB Indenture	0.40	196.40
			TOTAL P100	0.80	
05/01/2020	M F FITZPATRICK	P210	Reviewed DIP issues and consent requirements	0.40	374.40
05/02/2020	M F FITZPATRICK	P210	Reviewed DIP waiver	0.60	561.60
05/03/2020	M F FITZPATRICK	P210	Reviewed revised DIP waiver	0.60	561.60
05/03/2020	M F FITZPATRICK	P210	Reviewed checklist	0.30	280.80
05/05/2020	M F FITZPATRICK	P210	Reviewed revisions to Prospectus Supplement	1.20	1,123.20
05/06/2020	M F FITZPATRICK	P210	Reviewed S-4 issues for reinstated 2023 and 2028 Notes	1.00	936.00
05/06/2020	P C JAMIESON	P210	Review draft closing lists	1.20	589.20
05/07/2020	M F FITZPATRICK	P210	Reviewed disclosure issues	1.50	1,404.00
05/07/2020	P C JAMIESON	P210	Review mock-up of FMB Indenture for recording purposes	0.70	343.70
05/08/2020	M F FITZPATRICK	P210	Reviewed Prospectus Supplement issues/Cravath revisions to Prospectus Supplement	2.00	1,872.00
05/10/2020	M F FITZPATRICK	P210	Reviewed comments to Prospectus Supplement	0.80	748.80
05/11/2020	M F FITZPATRICK	P210	Reviewed draft Prospectus Supplement	1.50	1,404.00
05/11/2020	M F FITZPATRICK	P210	Reviewed Underwriting Agreement issues and opinions	2.00	1,872.00
05/12/2020	M F FITZPATRICK	P210	Reviewed draft Prospectus Supplement	3.00	2,808.00
05/12/2020	M F FITZPATRICK	P210	Reviewed opinion issues	0.40	374.40
05/13/2020	M F FITZPATRICK	P210	Reviewed revised draft of Prospectus Supplement	1.50	1,404.00

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05/14/2020	M F FITZPATRICK	P210	Reviewed draft Underwriting Agreement	1.30	1,216.80
05/14/2020	M F FITZPATRICK	P210	Reviewed opinion drafts	1.00	936.00
05/15/2020	M F FITZPATRICK	P210	Reviewed opinion issues/drafts	1.00	936.00
05/18/2020	M F FITZPATRICK	P210	Reviewed Test the Water guidelines	1.50	1,404.00
05/18/2020	M F FITZPATRICK	P210	Reviewed revisions to Prospectus Supplement and Indenture	1.50	1,404.00
05/19/2020	M F FITZPATRICK	P210	Reviewed revisions to Prospectus Supplement and S-3	1.50	1,404.00
05/19/2020	M A HAYES	P210	Continued reviewing Folder 10 containing Business Analysis and Plans (1.1) and reviewed litigation materials in Folder 9 (1.3).	2.40	972.00
05/20/2020	M F FITZPATRICK	P210	Reviewed revised S-3 amendment and Prospectus Supplement	2.50	2,340.00
05/21/2020	M F FITZPATRICK	P210	Reviewed revisions to Prospectus Supplement	1.20	1,123.20
05/21/2020	M R YI	P210	Conduct diligence for notes offering	4.00	2,036.00
05/22/2020	M F FITZPATRICK	P210	Reviewed final version of S-3 Amendment	0.80	748.80
05/22/2020	M F FITZPATRICK	P210	Reviewed draft Prospectus Supplement and revised risk factors	1.10	1,029.60
05/23/2020	M F FITZPATRICK	P210	Reviewed draft of Prospectus Supplement	3.00	2,808.00
05/24/2020	M F FITZPATRICK	P210	Reviewed draft Prospectus Supplement	1.00	936.00
05/25/2020	M F FITZPATRICK	P210	Reviewed Opinion draft and Underwriting Agreement	1.80	1,684.80
05/25/2020	P C JAMIESON	P210	Review draft UA	3.50	1,718.50
05/26/2020	M F FITZPATRICK	P210	Reviewed revised Prospectus Supplement disclosure	0.80	748.80
05/26/2020	M F FITZPATRICK	P210	Reviewed updates to Underwriting Agreement	0.50	468.00

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05/27/2020	M F FITZPATRICK	P210	Reviewed Underwriting Agreement	2.30	2,152.80
05/28/2020	M F FITZPATRICK	P210	Reviewed comments to Prospectus Supplement	2.00	1,872.00
05/28/2020	M A HAYES	P210	Reviewed documents in Folders 9 - 17 in the data room for diligence purposes and compared documents to the Due Diligence Request List.	1.70	688.50
05/28/2020	P C JAMIESON	P210	Telephone conference w/ Company re: opinions	0.50	245.50
05/28/2020	P C JAMIESON	P210	Review documents relating to discharge of 1920 mortgage	0.40	196.40
05/28/2020	P C JAMIESON	P210	Review DPW comments to FMB pro supp	1.60	785.60
05/29/2020	M F FITZPATRICK	P210	Reviewed revised Prospectus Supplement	2.10	1,965.60
05/29/2020	M R YI	P210	Conduct diligence for notes offering	3.00	1,527.00
05/31/2020	M F FITZPATRICK	P210	Reviewed Underwriting Agreement comments	1.50	1,404.00
			TOTAL P210	64.20	
05/01/2020	R W NOLAN	P240	Compile Grant Deed recording information for Exhibit A	6.50	3,367.00

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05/01/2020	S A WILSON	P240	Conference with R. Hoffman and R. Nolan regarding status and outstanding items (0.3); communications with C. Hasbrouck regarding outstanding items and additional\insured legal descriptions for hydro properties (0.3); prepare revisions to Exhibit A legal descriptions based on missing/illegible documents delivered to data room (1.2); prepare notes regarding remaining missing/illegible documents (0.2); prepare Exhibit A legal descriptions based on hydro property spreadsheet (4.8)	6.80	2,604.40
05/01/2020	C W HASBROUCK	P240	Email correspondence with R. Johnson re: exhibits, outstanding document requests, and next steps.	1.20	686.40
05/01/2020	C W HASBROUCK	P240	Prepare and finalize document requests for missing and illegible property documents, for circulation to title company and client team.	1.40	800.80
05/01/2020	C W HASBROUCK	P240	Correspondence with R. Johnson re: revisions to document requests and exhibits	1.10	629.20
05/01/2020	C W HASBROUCK	P240	Review revised draft of Exhibit A for Contra Costa County received from M. Watson, and prepare comments regarding same.	0.40	228.80
05/01/2020	C W HASBROUCK	P240	Correspond with title company regarding outstanding materials.	0.50	286.00
05/01/2020	C W HASBROUCK	P240	Prepare revised mock-up of Indenture (0.6), and prepare comments regarding same for discussion with team (0.8).	1.40	800.80

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05/01/2020	R J HOFFMAN	P240	Call with team regarding next steps (.5); review missing and illegible documents provided by client (4); produce list of missing documents (.2); update Exhibit A to indenture with hydro properties (1.8).	6.50	2,431.00
05/01/2020	R M JOHNSON	P240	Work on the real estate portion of the Indenture.	2.40	2,128.80
05/01/2020	R M JOHNSON	P240	Review status report from C. Hasbrouck.	0.40	354.80
05/01/2020	R M JOHNSON	P240	Telephone call from P. Jamieson and K. Felz regarding the status of the lien upon recordation and the issues raised by Munger Tolles.	0.20	177.40
05/01/2020	R M JOHNSON	P240	Develop strategic options for the client based on the potential for the recordation date to change.	0.50	443.50
05/03/2020	C W HASBROUCK	P240	Review response to document request received from client team, and follow up with client regarding additional document requests.	0.60	343.20
05/03/2020	C W HASBROUCK	P240	Review response to document request received from title company, and follow up with title company regarding additional document requests.	0.60	343.20
05/03/2020	C W HASBROUCK	P240	Correspond with review team regarding responses to document requests, and revisions to Exhibit A with respect to same.	0.30	171.60
05/03/2020	S A WILSON	P240	Prepare Exhibit A legal descriptions for additional hydro properties (0.9); prepare notes regarding duplicate legal descriptions based on the same (0.2)	1.10	421.30

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05/04/2020	R J HOFFMAN	P240	Call with team regarding next steps (2.1); produce list of missing documents (.2); update Exhibit A to indenture with hydro properties (2.5); review redline of updated spreadsheet and update Exhibit A to indenture (1.0); review insured legals and add to Exhibit A to indenture (1.2).	7.00	2,618.00
05/04/2020	R W NOLAN	P240	Team call to co-ordinate completion of Exhibit A, including the addition of legal descriptions	2.00	1,036.00
05/04/2020	R W NOLAN	P240	Compile Grant Deed recording information for Exhibit A	3.50	1,813.00
05/04/2020	C W HASBROUCK	P240	Email correspondence with R. Johnson regarding preparation of real property exhibits, recording issues, and next steps.	0.50	286.00
05/04/2020	C W HASBROUCK	P240	Email correspondence with HAK team regarding preparation of Exhibit As, current progress, and outstanding items.	1.50	858.00
05/04/2020	C W HASBROUCK	P240	Review title materials received from title company, and prepare comments.	0.30	171.60
05/04/2020	C W HASBROUCK	P240	Review revised master spreadsheet received from client team (0.5), and prepare comments with respect to Exhibit A revisions (1.0).	1.50	858.00
05/04/2020	C W HASBROUCK	P240	Prepare revised draft of mock-up	0.50	286.00

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05/04/2020	S A WILSON	P240	Conference with team preparing Exhibit A regarding next steps and assignment approach (2.1); prepare chart of irregular recording information for hydro properties (1.0); review updated hydro property chart to identify revisions for Exhibit A (1.4); prepare revisions to Exhibit A based on additional hydro property entries (1.8); review redline of updated property spreadsheet to identify revisions to Exhibit A (0.6); prepare notes based on updated redline (0.2)	7.10	2,719.30
05/04/2020	M A WATSON	P240	Include Contra Costa illegible documentation references into Exhibit A.	2.50	1,182.50
05/04/2020	R M JOHNSON	P240	Review title reports for the Tier 1 properties.	2.00	1,774.00
05/05/2020	R J HOFFMAN	P240	Review insured legals and add to Exhibit A to indenture (6.5); draft chart of issues with insured legals (1.0).	7.50	2,805.00
05/05/2020	C W HASBROUCK	P240	Email correspondence with review team regarding preparation of real property exhibits, outstanding items, and questions for client team.	0.80	457.60
05/05/2020	C W HASBROUCK	P240	Review materials received from review team (0.5), and prepare comments regarding next step with respect to preparation of exhibits, document requests, and related materials (0.3).	0.80	457.60
05/05/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding preparation of real property exhibits.	0.40	228.80

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05/05/2020	C W HASBROUCK	P240	Review materials received from title company, and prepare comments.	0.30	171.60
05/05/2020	R W NOLAN	P240	Work on Exhibit A to add legal descriptions	4.30	2,227.40
05/05/2020	R M JOHNSON	P240	Follow up with C. Hasbrouck on the status of the real estate work.	0.20	177.40
05/05/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on legal descriptions from title company (6.9); communications with team regarding approach and issues with legal descriptions (0.2)	7.10	2,719.30
05/06/2020	C W HASBROUCK	P240	Review comments from team regarding insured legal descriptions and related issues (0.8), and prepare document requests to title company and client team (0.5).	1.30	743.60
05/06/2020	C W HASBROUCK	P240	Correspond with title company regarding recording issues and related items.	1.00	572.00
05/06/2020	R M JOHNSON	P240	Prepare for and attend conference call on the status of the indenture.	2.00	1,774.00
05/06/2020	R M JOHNSON	P240	Follow up with C. Hasbrouck on the status of the real estate work.	1.50	1,330.50
05/06/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on missing/illegible document deliveries and insured legal descriptions (5.1); communications with team regarding client updates and project approach (2.1)	7.20	2,757.60
05/06/2020	R J HOFFMAN	P240	Review insured legals and add to Exhibit A to indenture (5.3); draft chart of issues with insured legals (.5); call with HAK team regarding next steps (1.0).	6.80	2,543.20

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05/06/2020	R W NOLAN	P240	Work on Exhibit A legal descriptions	4.80	2,486.40
05/06/2020	C W HASBROUCK	P240	Email correspondence with review team regarding preparation of real property exhibits, current status, and title issues.	1.20	686.40
05/06/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding exhibit issues and outstanding items.	1.10	629.20
05/06/2020	C W HASBROUCK	P240	Review current status of preparation of real property exhibits, and prepare status report.	0.50	286.00
05/06/2020	C W HASBROUCK	P240	Review additional materials received from title company, and prepare comments.	0.60	343.20
05/07/2020	R J HOFFMAN	P240	Review insured legals and add to Exhibit A to indenture (4.5); draft chart of issues with insured legals (.5); call with team regarding next steps (1.8).	6.80	2,543.20
05/07/2020	C W HASBROUCK	P240	Review additional materials received from title company, and prepare comments.	0.30	171.60
05/07/2020	C W HASBROUCK	P240	Prepare executive summary of excepted property issues (0.9), and follow up with client team regarding same (0.2).	1.10	629.20
05/07/2020	R W NOLAN	P240	Work on Exhibit A legal descriptions	4.70	2,434.60
05/07/2020	R M JOHNSON	P240	Conference with C. Hasbrouck regarding the status of the real estate project.	0.70	620.90
05/07/2020	R M JOHNSON	P240	Follow up on the options for the UCC-1 filings.	0.30	266.10

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05/07/2020	S A WILSON	P240	Correspondence with HAK team regarding preparation of Exhibit A and insured legal descriptions (1.3); prepare insured legal descriptions for Exhibit A (5,9).	7.20	2,757.60
05/07/2020	C W HASBROUCK	P240	Correspond with corporate services provider regarding timing and filing issues, and follow up with CA secretary of state's office regarding same.	0.50	286.00
05/07/2020	C W HASBROUCK	P240	Correspond with review team regarding current status, outstanding items, and next steps.	1.10	629.20
05/07/2020	C W HASBROUCK	P240	Review additional materials received from review team (1.1), and prepare document requests to client team and title company (1.6).	2.70	1,544.40
05/07/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding filing and recording issues, and current progress on exhibits.	0.80	457.60
05/07/2020	C W HASBROUCK	P240	Review diligence materials for CA opinion, and prepare comments.	0.30	171.60
05/08/2020	R J HOFFMAN	P240	Call with team regarding next steps (.7); review missing and illegible documents produced by client (5.3); draft list of missing/illegible documents (.3).	6.30	2,356.20
05/08/2020	C W HASBROUCK	P240	Review updated contents of data room, and prepare comments.	0.30	171.60
05/08/2020	C W HASBROUCK	P240	Review document request materials received from title company, and follow up with title company regarding same.	0.50	286.00

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05/08/2020	C W HASBROUCK	P240	Review initial comments on title materials, and follow up with team regarding same.	0.40	228.80
05/08/2020	R M JOHNSON	P240	Review and analyze title reports.	0.50	443.50
05/08/2020	R W NOLAN	P240	Work on Exhibit A legal descriptions	2.50	1,295.00
05/08/2020	R W NOLAN	P240	Call with legal description team to coordinate completion of Exhibit A legal descriptions	1.00	518.00
05/08/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on legal description deliveries and missing/illegible document deliveries (5.9); prepare notes regarding outstanding items based on the same (0.4); communications with team regarding outstanding items (0.7)	7.00	2,681.00
05/08/2020	C W HASBROUCK	P240	Correspond with review team regarding outstanding questions, status of real property exhibits, and next steps.	1.30	743.60
05/08/2020	C W HASBROUCK	P240	Strategy session with R. Johnson regarding real property exhibits and additional items.	0.70	400.40
05/08/2020	C W HASBROUCK	P240	Correspond with client team regarding insured legals and related issues.	0.50	286.00
05/08/2020	C W HASBROUCK	P240	Review additional materials received from review team (1.1), and prepare and finalize document requests to client team and title company (0.9).	2.00	1,144.00
05/08/2020	C W HASBROUCK	P240	Correspond with title company regarding materials received and outstanding items.	0.30	171.60

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05/09/2020	S A WILSON	P240	Prepare revisions to Exhibit A (1.2); prepare list of outstanding items for Exhibit A based on the same (0.4)	1.60	612.80
05/11/2020	R J HOFFMAN	P240	Call with team regarding next steps (1.0); review missing and illegible documents produced by client (4.7); draft list of missing/illegible documents/all outstanding items (1.0).	6.70	2,505.80
05/11/2020	C W HASBROUCK	P240	Correspond with review team regarding current status, materials received from client and title company, and next steps.	1.20	686.40
05/11/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding preparation of real property exhibits and related issues.	0.70	400.40
05/11/2020	C W HASBROUCK	P240	Correspond with corporate team regarding recording issues.	0.20	114.40
05/11/2020	C W HASBROUCK	P240	Correspond with corporate services vendor regarding filing issues.	0.20	114.40
05/11/2020	C W HASBROUCK	P240	Review materials and comments received from review team (0.8), and prepare document requests to client team and title company regarding same (0.5).	1.30	743.60
05/11/2020	C W HASBROUCK	P240	Review updated contents of data room, and prepare comments.	0.20	114.40
05/11/2020	C W HASBROUCK	P240	Correspond with title company regarding responses to document requests and additional information requested by title company.	0.50	286.00
05/11/2020	R W NOLAN	P240	Work on Exhibit A legal descriptions	5.20	2,693.60

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05/11/2020	R M JOHNSON	P240	Review and analyze the underwriting agreement (equity).	0.40	354.80
05/11/2020	R M JOHNSON	P240	Provide comments to P. Jamieson.	0.20	177.40
05/11/2020	R M JOHNSON	P240	Telephone call with K. Felz and P. Jamieson regarding the recordation process for the Indenture.	0.30	266.10
05/11/2020	R M JOHNSON	P240	Follow up with C. Hasbrouck as to status.	0.20	177.40
05/11/2020	S A WILSON	P240	Communications with R. Hoffman, C. Hasbrouck, and R. Nolan regarding preparation of legal descriptions for Exhibit A	1.00	383.00
05/11/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on insured legal descriptions (1.5); prepare notes for the same (0.2); prepare list of final outstanding legal description issues for title company (0.3); prepare revisions to Exhibit A based on missing/illegible documents (1.9); audit documents for completed county exhibits to ensure final form (0.3)	4.20	1,608.60
05/12/2020	R J HOFFMAN	P240	Telephone call with C. Hasbrouck and S. Wilson regarding Title Company's responses to questions regarding insured legals (0.5); review Title Company's responses to questions regarding insured legals and revise exhibit A's to indenture (2.5); review client's responses to questions regarding insured legals and revise exhibit A's to indenture (0.7); draft list of issues regarding insured legals (0.3).	4.00	1,496.00

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05/12/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding exhibit issues, current progress, and outstanding items.	0.80	457.60
05/12/2020	C W HASBROUCK	P240	Correspond with review team regarding materials received from title company and client, preparation of exhibits, and next steps.	1.00	572.00
05/12/2020	C W HASBROUCK	P240	Review materials received from title company in response to document request (1.0), and prepare comments regarding same (0.6).	1.60	915.20
05/12/2020	C W HASBROUCK	P240	Correspond with title company regarding responses to document requests and follow-up questions.	0.50	286.00
05/12/2020	R M JOHNSON	P240	Work on the real estate component of the Indenture.	0.70	620.90
05/12/2020	R M JOHNSON	P240	Review report from C. Hasbrouck on the status of the project.	0.50	443.50
05/12/2020	S A WILSON	P240	Communications with C. Hasbrouck, R. Hoffman, and R. Nolan regarding preparation of cover sheets and missing/illegible document deliveries for Exhibit A to Indenture	0.50	191.50
05/12/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on document updates from title/client	1.80	689.40
05/13/2020	R J HOFFMAN	P240	Calls with C. Hasbrouck regarding Title Company's responses to questions regarding insured legals (0.5); review Title Company's responses to questions regarding insured legals and revise exhibit A's to indenture (3.5); draft master list of remaining issues (1.0).	5.00	1,870.00

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05/13/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding exhibits and related issues.	0.60	343.20
05/13/2020	C W HASBROUCK	P240	Review status of outstanding document requests and overall exhibit progress, and prepare status report regarding same.	0.50	286.00
05/13/2020	C W HASBROUCK	P240	Review updated contents of data room, and prepare comments.	0.20	114.40
05/13/2020	C W HASBROUCK	P240	Correspond with review team regarding outstanding items, preparation of exhibits, and additional issues.	0.80	457.60
05/13/2020	C W HASBROUCK	P240	Correspond with corporate team regarding filing and exhibit issues.	0.30	171.60
05/13/2020	C W HASBROUCK	P240	Review materials received from title company, and follow up with title company regarding same.	0.50	286.00
05/13/2020	C W HASBROUCK	P240	Correspond with title company regarding changes to collateral package.	0.50	286.00
05/13/2020	R M JOHNSON	P240	Prepare for and attend conference call on the status of the Indenture project.	0.30	266.10
05/13/2020	R M JOHNSON	P240	Review the status of the real estate project with the team.	1.00	887.00
05/13/2020	S A WILSON	P240	Review title/client document deliveries (0.2); prepare notes on outstanding issues for final forms of Exhibit A (1.7); prepare revisions to Exhibit A (0.2)	2.10	804.30
05/13/2020	R W NOLAN	P240	Revise Exhibit As	0.40	207.20

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05/14/2020	R J HOFFMAN	P240	Review all exhibit A's to indenture and finalize master list of outstanding items (2.5); identify items on master list of outstanding items (0.5).	3.00	1,122.00
05/14/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on items received from title/client (2.0); prepare finalized versions of Exhibit A for completed counties (0.7); prepare list of final open items in anticipation of closing (3.2); communications with C. Hasbrouck regarding chart and open items (0.2)	6.10	2,336.30
05/14/2020	C W HASBROUCK	P240	Strategy session with R. Johnson regarding finalization of real property exhibits, timeline, and outstanding items.	0.80	457.60
05/14/2020	C W HASBROUCK	P240	Correspond with review team regarding preparation of real property exhibits, outstanding items, and next steps.	1.00	572.00
05/14/2020	C W HASBROUCK	P240	Review updated draft of spreadsheet received from client (0.5), and prepare comments with respect to excepted property issues (1.7).	2.20	1,258.40
05/14/2020	C W HASBROUCK	P240	Review additional materials received from title company, and follow up with title company regarding same.	0.50	286.00
05/14/2020	C W HASBROUCK	P240	Correspond with client team regarding excepted property issues and outstanding items.	0.40	228.80
05/14/2020	R M JOHNSON	P240	Review the status of the real estate project to create the necessary exhibits to the Indenture.	1.10	975.70

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05/14/2020	R M JOHNSON	P240	Conference with C. Hasbrouck regarding the missing or incomplete data.	0.50	443.50
05/14/2020	R M JOHNSON	P240	Review email to the team regarding the missing data.	0.30	266.10
05/14/2020	R W NOLAN	P240	Summarize status of Exhibit A's	0.80	414.40
05/15/2020	R M JOHNSON	P240	Respond to email from Davis Polk re: RE/indenture issues.	0.30	266.10
05/15/2020	R M JOHNSON	P240	Review the status of the Exhibits of the excluded property.	0.60	532.20
05/15/2020	R W NOLAN	P240	Revise Exhibit A's	2.80	1,450.40
05/15/2020	R J HOFFMAN	P240	Produce cover sheets to Exhibit A to Indenture.	5.00	1,870.00
05/15/2020	C W HASBROUCK	P240	Correspond with client team regarding excepted property issues.	0.70	400.40
05/15/2020	C W HASBROUCK	P240	Follow up with R. Johnson regarding preparation of real property exhibits and next steps.	0.50	286.00
05/15/2020	C W HASBROUCK	P240	Correspond with review team regarding preparation of exhibits.	0.20	114.40
05/15/2020	S A WILSON	P240	Prepare revisions to Exhibit A (0.4); prepare cover pages to Exhibit A (3.4)	3.80	1,455.40
05/15/2020	R M JOHNSON	P240	Work on the real estate portion of the Indenture.	1.70	1,507.90
05/18/2020	R J HOFFMAN	P240	Draft cover sheets to Exhibit A to Indenture.	6.00	2,244.00
05/18/2020	S A WILSON	P240	Review title company and client document deliveries with regard to Exhibit A updates (0.6); communications with C. Hasbrouck regarding the same (0.1)	0.70	268.10
05/18/2020	R M JOHNSON	P240	Review correspondence re: the Indenture and the equity opinion.	0.20	177.40

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05/18/2020	C W HASBROUCK	P240	Review new materials received from title company, and prepare comments.	0.50	286.00
05/18/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding preparation of exhibits and outstanding items.	0.30	171.60
05/18/2020	C W HASBROUCK	P240	Review updated contents of data room, and prepare comments.	0.30	171.60
05/18/2020	C W HASBROUCK	P240	Review response to document request received from client team, and prepare comments.	0.50	286.00
05/18/2020	C W HASBROUCK	P240	Correspond with review team regarding materials received, preparation of exhibits, and next steps.	0.40	228.80
05/18/2020	R W NOLAN	P240	Review 4th wave documents from Client	2.20	1,139.60
05/19/2020	R W NOLAN	P240	Update Exhibit A's	2.00	1,036.00
05/19/2020	R W NOLAN	P240	Team Call to coordinate completion of Exhibit A's	0.50	259.00
05/19/2020	C W HASBROUCK	P240	Review materials received from client team in response to document request, and prepare comments regarding same.	0.50	286.00
05/19/2020	C W HASBROUCK	P240	Correspond with client team regarding client questions and exhibit issues.	0.50	286.00
05/19/2020	C W HASBROUCK	P240	Review comments received from review team (1.5), and prepare document request to title company regarding same (0.7).	2.20	1,258.40
05/19/2020	C W HASBROUCK	P240	Review list of outstanding items received from title company (0.4), and follow up with title company regarding same (0.2).	0.60	343.20

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05/19/2020	R J HOFFMAN	P240	Draft cover pages to mortgage indentures (1.0); call with C. Hasbrouck, S. Wilson, and R. Nolan regarding next steps (.7); reconcile items provided by client and title company (2).	3.70	1,383.80
05/19/2020	S A WILSON	P240	Conference with team regarding outstanding items for Exhibit A and client/title company responses (0.7); review client correspondence and document deliveries with respect to insured legal descriptions for Exhibit A (0.3)	1.00	383.00
05/19/2020	R M JOHNSON	P240	Telephone call with team to discuss status of the project.	0.40	354.80
05/19/2020	R M JOHNSON	P240	Review correspondence with client regarding the excluded properties.	0.20	177.40
05/19/2020	C W HASBROUCK	P240	Correspond with review team regarding exhibit issues and preparation.	0.60	343.20
05/19/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding excepted property issues, current status, and preparation of real property exhibits.	0.70	400.40
05/19/2020	C W HASBROUCK	P240	Correspond with corporate team regarding excepted property issues and comments from client team.	0.70	400.40
05/19/2020	C W HASBROUCK	P240	Review materials received from title company in response to document request, and prepare comments regarding same.	0.50	286.00
05/20/2020	R J HOFFMAN	P240	Draft cover pages to mortgage indentures (1.0); reconcile items provided by client and title company (4.3).	5.30	1,982.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding title and exhibit issues, current status, and next steps.	0.80	457.60
05/20/2020	C W HASBROUCK	P240	Review comments from title company regarding insured property issues (1.1), and follow up with title company regarding same (0.6).	1.70	972.40
05/20/2020	C W HASBROUCK	P240	Correspond with corporate team regarding excepted properties, indenture, and related issues.	0.30	171.60
05/20/2020	R M JOHNSON	P240	Conference with C. Hasbrouck to discuss status of real estate projects.	0.50	443.50
05/20/2020	S A WILSON	P240	Review insured legal descriptions received from title company (0.2); attend to email correspondence based on the insured legals received (0.2); prepare revisions to Exhibit A (.2); prepare cover page to Exhibit A (0.5); prepare notes regarding issues with insured legal description provided by title company (0.2)	1.30	497.90
05/20/2020	R W NOLAN	P240	Revise Exhibit As	2.30	1,191.40
05/20/2020	C W HASBROUCK	P240	Review updated contents of data room, and prepare comments.	0.20	114.40
05/20/2020	C W HASBROUCK	P240	Correspond with review team regarding additional materials received from title, preparation of exhibits, and outstanding items.	0.80	457.60
05/20/2020	C W HASBROUCK	P240	Correspond with client team regarding responses to document request, and follow-up request for additional materials.	0.50	286.00
05/20/2020	C W HASBROUCK	P240	Review materials received from title company, and prepare comments regarding same.	0.40	228.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	C W HASBROUCK	P240	Prepare mock-up of excepted property exhibit.	0.70	400.40
05/20/2020	R M JOHNSON	P240	Review the status of the real estate projects.	0.90	798.30
05/21/2020	R J HOFFMAN	P240	Call with S. Wilson, and R. Nolan regarding next steps (.75); reconcile items provided by client and title company (4.75).	5.50	2,057.00
05/21/2020	R W NOLAN	P240	Coordinate review of new Client spreadsheets with team	1.00	518.00
05/21/2020	R M JOHNSON	P240	Prepare for and attend conference call on the status of the real estate project.	0.60	532.20
05/21/2020	C W HASBROUCK	P240	Review excepted property materials (0.5), and prepare status report regarding same in preparation for client call (0.2).	0.70	400.40
05/21/2020	C W HASBROUCK	P240	Draft proposed language for indenture with respect to excepted property (0.4), and follow up with corporate team regarding same (0.2).	0.60	343.20
05/21/2020	C W HASBROUCK	P240	Correspond with client team regarding outstanding document requests and next steps.	0.30	171.60
05/21/2020	C W HASBROUCK	P240	Follow up with title company regarding insured legals and related issues.	0.50	286.00
05/21/2020	C W HASBROUCK	P240	Instruct administrator regarding preparation of additional materials.	0.20	114.40
05/21/2020	S A WILSON	P240	Review updated master property spreadsheet from client (0.3); attend to correspondence with team regarding spreadsheet issues (0.6); prepare notes regarding changes to excepted property listing (0.4); prepare revisions to Exhibit A (1.6)	2.90	1,110.70

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05/21/2020	R M JOHNSON	P240	Respond to email regarding the additional information needed.	0.20	177.40
05/21/2020	R M JOHNSON	P240	Develop strategic options for the client for the collation and recordation of the Indenture.	0.30	266.10
05/21/2020	C W HASBROUCK	P240	Review revised draft of master spreadsheet received from client team (0.6), and prepare comments (0.9).	1.50	858.00
05/21/2020	C W HASBROUCK	P240	Attend weekly status call with client team.	0.50	286.00
05/21/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding excepted property issues, comments from client, and next steps.	0.80	457.60
05/21/2020	C W HASBROUCK	P240	Correspond with review team regarding exhibit issues, preparation of materials, and additional questions.	0.70	400.40
05/22/2020	S A WILSON	P240	Prepare revisions to Exhibit A of Indenture based on additional title/client documents (4.9); prepare correspondence regarding title company document deliveries (0.4)	5.30	2,029.90
05/22/2020	R M JOHNSON	P240	Review and analyze the title reports for the encumbered properties.	1.00	887.00
05/22/2020	C W HASBROUCK	P240	Prepare correspondence regarding new materials received, status of exhibits, and projected progress.	1.30	743.60
05/22/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding outstanding items, title issues, and next steps.	0.30	171.60
05/22/2020	C W HASBROUCK	P240	Review materials received from title company (1.0), and prepare comments regarding same (0.7).	1.70	972.40

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05/22/2020	C W HASBROUCK	P240	Correspond with title company regarding insured legals and related issues.	0.50	286.00
05/22/2020	R W NOLAN	P240	Revise Exhibit A to included documentation provided by Client and Title	2.20	1,139.60
05/22/2020	R J HOFFMAN	P240	Call with R. Nolan regarding next steps (0.5); reconcile items provided by client and title company (2.0); update master issues list (0.5); review redline of master spreadsheet and update exhibit A's to indenture (4.0).	7.00	2,618.00
05/25/2020	R M JOHNSON	P240	Review and edit the form of the Hunton legal opinion.	1.10	975.70
05/26/2020	C W HASBROUCK	P240	Correspond with review team regarding preparation of real property exhibits, status, and next steps.	1.20	686.40
05/26/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding real property exhibits and related issues.	0.50	286.00
05/26/2020	C W HASBROUCK	P240	Review materials received from title company (1.0), and prepare comments (0.6).	1.60	915.20
05/26/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on title insurance document deliveries (2.7); prepare cover pages to Exhibit A based on finalized legal descriptions (3.9); communications with C. Hasbrouck regarding progress (0.2); prepare notes regarding open items for C. Hasbrouck (0.4)	7.20	2,757.60

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05/26/2020	R J HOFFMAN	P240	Reconcile items provided by client and title company and update exhibit A's to indenture (3.5); update master issues list (0.5); review redline of master spreadsheet and update exhibit A's to indenture (1.0); produce cover pages to mortgage indenture (2.0).	7.00	2,618.00
05/26/2020	R M JOHNSON	P240	Review and analyze comments to the legal opinions.	0.70	620.90
05/26/2020	R W NOLAN	P240	Work on Exhibit A's	4.50	2,331.00
05/27/2020	R J HOFFMAN	P240	Reconcile items provided by client and title company and update exhibit A's to indenture (3.0); update master issues list (.7); prepare cover pages to mortgage indenture (1.2); telephone call with C. Hasbrouck regarding master issues list and excepted property exhibits (.7); review excepted property exhibits (.6).	6.20	2,318.80
05/27/2020	C W HASBROUCK	P240	Correspond with review team regarding preparation of excepted property exhibits, additional issues, and next steps.	1.30	743.60
05/27/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding real property issues, status, and outstanding items.	1.00	572.00
05/27/2020	C W HASBROUCK	P240	Review materials received from title company (0.5), and prepare comments regarding same (0.7).	1.20	686.40
05/27/2020	C W HASBROUCK	P240	Correspond with title company regarding recordation and notice issues.	0.80	457.60
05/27/2020	C W HASBROUCK	P240	Prepare form and underlying materials for preparation of excepted property exhibits.	1.20	686.40

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05/27/2020	R M JOHNSON	P240	Prepare for and attend status phone conference.	0.30	266.10
05/27/2020	R M JOHNSON	P240	Follow up on the status of the real estate exhibits.	0.90	798.30
05/27/2020	R W NOLAN	P240	Revise Exhibit As	2.00	1,036.00
05/27/2020	S A WILSON	P240	Communications with C. Hasbrouck regarding Exhibit B approach (0.3); prepare Exhibits B-1 through B-6 (1.8)	2.10	804.30
05/28/2020	R J HOFFMAN	P240	Review Exhibit B's for duplications of SBE Numbers and APNs (2.2); review updated legal descriptions provided by title company and update Exhibit A's to indenture (1.5).	3.70	1,383.80
05/28/2020	R M JOHNSON	P240	Review the status of the real estate project on conference call.	0.50	443.50
05/28/2020	R M JOHNSON	P240	Review the UCC-1 rules for perfecting a fixture filing and personal property filing for a transmitting utility in California.	0.60	532.20
05/28/2020	C W HASBROUCK	P240	Correspond with title company regarding recording and APN issues.	0.70	400.40
05/28/2020	C W HASBROUCK	P240	Review additional materials received from title company (0.4), and prepare comments (0.6).	1.00	572.00
05/28/2020	C W HASBROUCK	P240	Correspond with corporate team regarding recording, form of indenture, and related issues.	0.50	286.00
05/28/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding preparation of real property exhibits, status, and upcoming deadlines.	0.70	400.40
05/28/2020	C W HASBROUCK	P240	Correspond with review team regarding preparation of real property exhibits, current status, and next steps.	0.70	400.40

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05/28/2020	C W HASBROUCK	P240	Review comments from team with respect to outstanding items (0.4), and prepare document request to title company (0.5).	0.90	514.80
05/28/2020	S A WILSON	P240	Prepare revisions to Exhibit A based on updates from title company and client (2.8); prepare revisions to cover pages based on updates from title company and client (0.7)	3.50	1,340.50
05/28/2020	R W NOLAN	P240	Update Exhibit A's per updated spreadsheets from Client	1.50	777.00
05/29/2020	R J HOFFMAN	P240	Revise exhibit A's to indenture (3.0); draft cover pages to indenture (2.0).	5.00	1,870.00
05/29/2020	C W HASBROUCK	P240	Correspond with corporate team regarding UCC issues.	0.30	171.60
05/29/2020	C W HASBROUCK	P240	Correspond with review team regarding additional materials, preparation of exhibits, and next steps.	1.10	629.20
05/29/2020	C W HASBROUCK	P240	Correspond with R. Johnson regarding preparation of exhibits, current status, and upcoming deadlines.	1.20	686.40
05/29/2020	C W HASBROUCK	P240	Correspond with title company regarding recording, title, and related issues.	0.80	457.60
05/29/2020	C W HASBROUCK	P240	Review materials received from title company (0.3), and prepare comments (0.7).	1.00	572.00
05/29/2020	C W HASBROUCK	P240	Review current drafts of excepted property exhibits (0.2), and prepare comments and revisions (0.4).	0.60	343.20
05/29/2020	C W HASBROUCK	P240	Review initial draft of fixture filing exhibit (0.4), and prepare revised draft of same (0.6).	1.00	572.00

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05/29/2020	R M JOHNSON	P240	Prepare for and attend status call with Chicago title.	0.60	532.20
05/29/2020	R M JOHNSON	P240	Follow up with the team on the form and content of Exhibits B-1 through B-6.	0.50	443.50
05/29/2020	R M JOHNSON	P240	Revise form of the exhibit for the UCC fixture filing.	0.50	443.50
05/29/2020	S A WILSON	P240	Communications with C. Hasbrouck regarding UCC filing Exhibit preparation (0.5); prepare Exhibit A to UCC filing (5.5); attend to email correspondence regarding UCC filing Exhibit A (0.1)	6.10	2,336.30
05/29/2020	R W NOLAN	P240	Draft cover pages to Exhibit As to indenture	2.00	1,036.00
05/30/2020	R M JOHNSON	P240	Review draft UCC-1 financing statements for personalty and fixtures.	0.30	266.10
			TOTAL P240	392.10	
05/01/2020	M F FITZPATRICK	P300	Attended call with Cravath to discuss DIP consent	0.50	468.00
05/01/2020	K C FELZ	P300	Conference call with PGE internal legal and MTO to discuss tribal lands policy and Section 851 CPUC authority (.5); discuss/coordinate exit financing logistics with P. Jamieson (.3); draft/distribute email regarding potential second lien to be granted to PBGC and discuss with PGE (.3); discuss definition of "Cost" and "Fair Value" in mortgage indenture with company accounting (.2); conference call with P. Jamieson and Cravath regarding bond financing schedule and authority (.4); conference call with PGE and HAK working group regarding DIP lien and procedures (.5).	2.20	1,920.60

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05/01/2020	P C JAMIESON	P300	Research re: S-K requirements for FMB Indenture filing and precedents	0.70	343.70
05/01/2020	P C JAMIESON	P300	Telephone conference w/ Hunton team and Company re: DIP waiver	0.60	294.60
05/01/2020	P C JAMIESON	P300	Telephone conference w/ Company, MTO and K. Felz re: 851 authority and Tribal Lands Policy	0.50	245.50
05/01/2020	P C JAMIESON	P300	Email correspondence w/ Company re: escrow	0.40	196.40
05/01/2020	P C JAMIESON	P300	Email correspondence w/ Company and R. Johnson re: hydro properties	0.50	245.50
05/01/2020	P C JAMIESON	P300	Email correspondence w/ Company re: Fair Value definition and other follow-ups	0.40	196.40
05/01/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz re: escrow	0.30	147.30
05/01/2020	P C JAMIESON	P300	Correspond w/ J. Ocampo re: execution logistics of Indenture	0.30	147.30
05/02/2020	M F FITZPATRICK	P300	Attended calls to discuss DIP waiver	0.80	748.80
05/02/2020	K C FELZ	P300	Conference call with Cravath, Weil and company teams regarding DIP lien, mortgage lien mechanics.	0.40	349.20
05/02/2020	P C JAMIESON	P300	Telephone conference w/ DIP waiver w/ working group	1.00	491.00
05/02/2020	P C JAMIESON	P300	Telephone conference w/ Hunton working group re: open items	0.40	196.40
05/02/2020	P C JAMIESON	P300	Email correspondence w/ Hunton working group re: closing checklists	0.20	98.20
05/02/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney and Cravath re: follow-up pro supp items	0.40	196.40

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05/02/2020	P C JAMIESON	P300	Email correspondence w/ K. Felz re: DIP waiver follow-ups	0.20	98.20
05/03/2020	P C JAMIESON	P300	Telephone conferences w/ D. Murphy and M. Fitzpatrick re: securitizations	1.10	540.10
05/03/2020	P C JAMIESON	P300	Research re: funded debt supplemental indenture format	2.30	1,129.30
05/04/2020	M F FITZPATRICK	P300	Attended Weil call to discuss POR and Term Sheets	0.30	280.80
05/04/2020	K C FELZ	P300	Conference call with PGE finance, including CFO, to walk through Expert's Certificate for mortgage indenture (.5); working group conference call to discuss plan supplement (.4); review/discuss opinion question regarding supplemental indenture (.2); discuss final deliverables for holdco offering and coordinate re: utility offering (.3).	1.40	1,222.20
05/04/2020	P C JAMIESON	P300	Attend POR status call	0.50	245.50
05/04/2020	P C JAMIESON	P300	Telephone conference w/ Company re: Indenture and certificates	0.60	294.60
05/04/2020	P C JAMIESON	P300	Update closing certificate drafts	2.00	982.00
05/04/2020	P C JAMIESON	P300	Email correspondence w/ EMM and DPW re: title insurance commitments	0.20	98.20
05/04/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell and D. Murphy re: overlapping covenant tracking	0.30	147.30
05/05/2020	P C JAMIESON	P300	Email correspondence w/ DPW re: title insurance coverage	0.40	196.40

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05/06/2020	K C FELZ	P300	Review/revise closing deliverables transcript for debt call (.4); discuss revisions to indicative FMB offering timeline with P. Jamieson/review draft of same (.3); Debt team status working group call (.5); FMB team working group call with PGE (.4); review and discuss issues surrounding delivery with P. Jamieson of funded debt supplemental indenture (.4).	2.00	1,746.00
05/06/2020	P C JAMIESON	P300	Follow-up call w/ JPM re: FMB items	0.60	294.60
05/06/2020	P C JAMIESON	P300	Attend weekly FMB status call	0.70	343.70
05/06/2020	P C JAMIESON	P300	Prepare for weekly FMB status call	0.70	343.70
05/06/2020	P C JAMIESON	P300	Update FMB timeline	0.20	98.20
05/06/2020	P C JAMIESON	P300	Email correspondence w/ CTT re: updated recording schedule	0.20	98.20
05/06/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson and CTT re: recording	0.50	245.50
05/06/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: updates	0.30	147.30
05/06/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: open items for pro supp	0.30	147.30
05/06/2020	P C JAMIESON	P300	Review 2004 closing documents re: fall-away of prior lien; email correspondence w/ R. Johnson re: same	0.40	196.40
05/07/2020	M F FITZPATRICK	P300	Attended update POR call with Weil	0.30	280.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/07/2020	K C FELZ	P300	Additional review of Funded Debt supplemental indenture to mortgage/discuss with P. Jamieson (.3); Reorganization working group update call and review of updated reorg checklist (.7).	1.00	873.00
05/07/2020	P C JAMIESON	P300	Telephone conferences w/ M. Fitzpatrick re: status	0.60	294.60
05/07/2020	P C JAMIESON	P300	Email correspondence w/ EMM and DPW re: updated title insurance commitments	0.20	98.20
05/07/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick and K. Felz re: revised recording logistics and schedule	0.40	196.40
05/07/2020	P C JAMIESON	P300	Email correspondence w/ Hunton working group re: UCC-1 logistics	0.40	196.40
05/08/2020	P C JAMIESON	P300	Email correspondence w/ Company re: revisions to accounting certificate	0.40	196.40
05/08/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: pro supp	0.30	147.30
05/08/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell and K. Felz re: cross acceleration and escrow lien	0.30	147.30
05/08/2020	P C JAMIESON	P300	Revise pro supp	2.00	982.00
05/11/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: pro supp	0.30	147.30
05/11/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick, K. Felz and B. Harney re: UA and FMB pro supp	0.60	294.60
05/11/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz and R. Johnson re: lien	0.20	98.20
05/11/2020	P C JAMIESON	P300	Revise pro supp	3.20	1,571.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/11/2020	K C FELZ	P300	Update call with reorganization group regarding plan supplement filing and review of revised checklist (.4); review of mockup of Exhibit A to mortgage indenture and discuss with P. Jamieson (.2);	0.60	523.80
05/12/2020	P C JAMIESON	P300	Telephone conferences w/ M. Fitzpatrick and K. Felz re: pro supp	1.20	589.20
05/12/2020	P C JAMIESON	P300	Telephone conference w/ EMM re: supplemental indenture for funded debt	0.30	147.30
05/12/2020	P C JAMIESON	P300	Revise pro supp per comments from Hunton working group	3.60	1,767.60
05/12/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: outstanding pro supp items	0.30	147.30
05/13/2020	K C FELZ	P300	Weekly telephone conference call with debt working group to discuss (.4); Weekly PGE working group call to discuss FMB issuance, description of strengths and strategies (.5); review DPW revisions to closing deliverables list and discuss with P. Jamieson (.5).	1.40	1,222.20
05/13/2020	M F FITZPATRICK	P300	Attended update calls with JPM and company to discuss FMB issuance	0.80	748.80
05/13/2020	P C JAMIESON	P300	Prepare for weekly FMB call	0.50	245.50
05/13/2020	P C JAMIESON	P300	Update FMB timeline	0.20	98.20
05/13/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney and DPW re: pro supp UW section	0.20	98.20
05/13/2020	P C JAMIESON	P300	Email correspondence w/ K. Felz re: DTC	0.20	98.20
05/13/2020	P C JAMIESON	P300	Attend weekly FMB call	0.80	392.80
05/13/2020	P C JAMIESON	P300	Telephone conference w/ DPW re: pro supp	0.70	343.70

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05/13/2020	P C JAMIESON	P300	Email correspondence w/ DPW re: risk factors	0.30	147.30
05/13/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick, K. Felz, C. Kwon and B. Harney re: supplemental indenture execution logistics	0.20	98.20
05/13/2020	P C JAMIESON	P300	Follow-up telephone conferences w/ M. Fitzpatrick re: FMB to-do items	0.40	196.40
05/14/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz and Company re: escrow	0.20	98.20
05/14/2020	P C JAMIESON	P300	Telephone conference w/ Company re: unsecured indentures	0.20	98.20
05/14/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: unsecured trustees	0.20	98.20
05/14/2020	P C JAMIESON	P300	Revise FMB Indenture	5.40	2,651.40
05/14/2020	K C FELZ	P300	Attend weekly update telephone conference with reorganization working group (.4); conference call with PG&E finance team to discuss escrow agent and arrangement (.3); further discussion regarding HAK California opinions (.2); discuss approach to successor trustee in S-3/A, discuss with P. Jamieson and research re: same (.4); review precedent with "springing lien" in indentures and discuss with P. Jamieson (.6).	1.90	1,658.70
05/15/2020	P C JAMIESON	P300	Email correspondence w/ Company re: accounting questions	0.30	147.30
05/15/2020	P C JAMIESON	P300	Email correspondence w/ Company re: additional excepted properties	0.20	98.20
05/15/2020	P C JAMIESON	P300	Email correspondence w/ R. Johnson re; recording mock-up	0.30	147.30

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/15/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: Company questions re: excepted property	0.40	196.40
05/15/2020	P C JAMIESON	P300	Telephone conference w/ JPM re: existing bankruptcy disclosure	0.30	147.30
05/15/2020	P C JAMIESON	P300	Follow-up email correspondence w/ JPM re: bankruptcy disclosure	0.30	147.30
05/15/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: FMB pro supp comments	0.30	147.30
05/15/2020	P C JAMIESON	P300	Email correspondence w/ K. Felz and R. Johnson re: execution logistics	0.40	196.40
05/15/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz re: springing lien mechanics	0.30	147.30
05/15/2020	P C JAMIESON	P300	Revise FMB Indenture to provide for springing lien	2.10	1,031.10
05/17/2020	P C JAMIESON	P300	Telephone conference w/ E. Nedell, D. Murphy, M. Fitzpatrick and K. Felz re: permitted liens	0.70	343.70
05/18/2020	P C JAMIESON	P300	Review revised FMB Indenture; revise same	1.50	736.50
05/18/2020	P C JAMIESON	P300	Revise S-3/A	1.60	785.60
05/18/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz re: revised indenture	0.20	98.20
05/18/2020	P C JAMIESON	P300	Revise FMB Indenture per comments received	0.30	147.30
05/18/2020	M F FITZPATRICK	P300	Attended call with Weil and Cravath to discuss POR and status	0.50	468.00
05/19/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz and DPW re: revised Indenture	0.70	343.70
05/19/2020	P C JAMIESON	P300	Revise Indenture	2.00	982.00
05/19/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: TTW guidelines; email correspondence w/ Cravath re: same	0.50	245.50

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/19/2020	P C JAMIESON	P300	Follow-up email correspondence w/ C. Hasbrouck and R. Johnson re: excepted property	0.60	294.60
05/20/2020	M F FITZPATRICK	P300	Attended weekly call on debt issuances	0.50	468.00
05/20/2020	M F FITZPATRICK	P300	Attended weekly call on debt issuances	0.50	468.00
05/20/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz re: pro supp	0.50	245.50
05/20/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: takeover disclosure	0.50	245.50
05/20/2020	P C JAMIESON	P300	Email correspondence w/ Company and R. Johnson re: excepted property and CRESS	0.70	343.70
05/20/2020	P C JAMIESON	P300	Email correspondence w/ Company re: optional redemption	0.50	245.50
05/20/2020	P C JAMIESON	P300	Telephone conference w/ DPW re: additional pro supp disclosure	0.70	343.70
05/20/2020	P C JAMIESON	P300	Correspond w/ RRD re: upcoming pro supp filings and estimate	0.40	196.40
05/20/2020	P C JAMIESON	P300	Revise pro supp	2.20	1,080.20
05/20/2020	K C FELZ	P300	Weekly update call with debt financing teams (.4); review of draft confirmation order for mortgage bond and other debt financing provisions and review of other HAK comments (.7); review underwriter counsel comments to draft prospectus supplement and discuss with P. Jamieson (.5); review mortgage indenture questions from capital accounting team and discuss with P. Jamieson (.7); discuss excepted property inclusion with P. Jamieson and company (.4);	2.70	2,357.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	P C JAMIESON	P300	Email correspondence w/ Company and DPW re: TTW guidelines	0.30	147.30
05/20/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: confirmation order	0.60	294.60
05/20/2020	P C JAMIESON	P300	Review revised draft confirmation order	0.80	392.80
05/20/2020	P C JAMIESON	P300	Further revisions to Indenture	1.20	589.20
05/20/2020	P C JAMIESON	P300	Review DPW pro supp comments	1.10	540.10
05/20/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz re: pro supp comments	0.30	147.30
05/21/2020	P C JAMIESON	P300	Revise Indenture	0.40	196.40
05/21/2020	P C JAMIESON	P300	Telephone conference w/ DPW re: risk factors	0.40	196.40
05/21/2020	P C JAMIESON	P300	Email correspondence w/ Company re: summary historical financials	0.20	98.20
05/21/2020	P C JAMIESON	P300	Revise pro supp; prepare business description	2.60	1,276.60
05/21/2020	K C FELZ	P300	Review of organizational materials and organizational call with underwriters and company for FMB offering (.5); PGE/HAK FMB working group call to discuss status, accounting questions and pro supp matters; discuss same with P. Jamieson (.8); brief review of amended Plan of Reorganization for debt provisions (.4); review of revised draft confirmation order (.3); review revised draft of equity pro supp for corresponding debt pro supp changes (.5); review final revisions to S-3/A and form mortgage indenture for filing with SEC. (.6).	3.10	2,706.30
05/21/2020	P C JAMIESON	P300	Telephone conference w/ B. Harney and Cravath re: pro supps	0.50	245.50

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05/21/2020	P C JAMIESON	P300	Review Indenture and precedents re: capital accounting questions re: excepted personal property	0.60	294.60
05/21/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick and Weil re: confirmation order re: recording	0.30	147.30
05/21/2020	P C JAMIESON	P300	Revise FMB signature packet; coordinate w/ J. Ocampo re: same	0.30	147.30
05/21/2020	P C JAMIESON	P300	Email correspondence w/ DPW re: Indenture	0.30	147.30
05/21/2020	P C JAMIESON	P300	Email correspondence w/ Hunton working group re: Singapore foreign legend	0.30	147.30
05/21/2020	M F FITZPATRICK	P300	Attended weekly call with Company to discuss open items	1.00	936.00
05/21/2020	P C JAMIESON	P300	Attend org call	0.50	245.50
05/21/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz re: open items	0.50	245.50
05/21/2020	P C JAMIESON	P300	Attend weekly FMB status call	1.00	491.00
05/21/2020	P C JAMIESON	P300	Prepare for weekly FMB status call	0.40	196.40
05/21/2020	P C JAMIESON	P300	Attend POR working group call	0.50	245.50
05/22/2020	P C JAMIESON	P300	Revise pro supp; add floating rate tranche	3.90	1,914.90
05/22/2020	P C JAMIESON	P300	Email correspondence and telephone conference w/ K. Felz re: pro supp follow-ups	0.40	196.40
05/22/2020	P C JAMIESON	P300	Email correspondence and telephone conference w/ Cravath re: pro supp	0.80	392.80
05/22/2020	P C JAMIESON	P300	Email correspondence w/ Company re: additional risk factors	0.40	196.40
05/22/2020	P C JAMIESON	P300	Email correspondence w/ Company re: rating agency requests	0.40	196.40

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05/22/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: open items	0.40	196.40
05/22/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney re: DON updates	0.40	196.40
05/22/2020	P C JAMIESON	P300	Email correspondence w/ DPW re: document status	0.20	98.20
05/23/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney and Cravath re: cap tables	0.40	196.40
05/24/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick and K. Felz re: FMB UA	0.50	245.50
05/25/2020	K C FELZ	P300	Review revised version of debt commitment 8-K (.3); follow-up analysis on Oakland lease under mortgage indenture (.3); review of initial draft of mortgage bond underwriting agreement and comparison of corresponding terms with equity (1)	1.60	1,396.80
05/26/2020	M F FITZPATRICK	P300	Telephone conference with Company and Cravath to discuss disclosure	0.60	561.60
05/26/2020	P C JAMIESON	P300	Prepare correspondence to company re: pro supp	0.20	98.20
05/26/2020	P C JAMIESON	P300	Email correspondence w/ Company re: cap table	0.70	343.70
05/26/2020	P C JAMIESON	P300	Update drafts of GC and Hunton opinions pursuant to UA and Indenture	2.70	1,325.70
05/26/2020	P C JAMIESON	P300	Email correspondence w/ Company re: pro supp	0.20	98.20
05/26/2020	P C JAMIESON	P300	Telephone conference w/ Cravath and Hunton team re: pro supp open items	0.80	392.80
05/26/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz, C. Kwon and B. Harney re: opinion follow-ups	0.30	147.30

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05/26/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick, K. Felz, C. Kwon and B. Harney re: pro supp drafts	0.50	245.50
05/26/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: "business" disclosure for pro supp	0.40	196.40
05/27/2020	M F FITZPATRICK	P300	Reviewed Prospectus Supplement issues with JPM and DPW	0.50	468.00
05/27/2020	M F FITZPATRICK	P300	Attended weekly call with Company to discuss FMB open items	0.60	561.60
05/27/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick and K. Felz re: FMB UA	1.50	736.50
05/27/2020	P C JAMIESON	P300	Telephone conference w/ DPW and K. Felz re: pro supp open points	0.50	245.50
05/27/2020	P C JAMIESON	P300	Prepare for weekly FMB call	0.50	245.50
05/27/2020	P C JAMIESON	P300	Attend weekly FMB status call	0.40	196.40
05/27/2020	P C JAMIESON	P300	Telephone conference w/ D. Murphy re: lien search	0.40	196.40
05/27/2020	P C JAMIESON	P300	Email correspondence w/ Hunton team re: open opinion points	0.60	294.60
05/27/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney re: conforming opinion changes	0.50	245.50
05/27/2020	P C JAMIESON	P300	Revise escrow agreement	1.70	834.70
05/27/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell re: trustee opinion changes	0.30	147.30
05/27/2020	P C JAMIESON	P300	Telephone conferences w/ K. Felz re: open points	0.50	245.50
05/27/2020	P C JAMIESON	P300	Review cap table and updates	0.50	245.50
05/27/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: sources/uses and open points	0.30	147.30
05/28/2020	M F FITZPATRICK	P300	Attended due diligence call	1.40	1,310.40

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05/28/2020	M F FITZPATRICK	P300	Attended update call with working group	0.50	468.00
05/28/2020	P C JAMIESON	P300	Revise UA comments; email correspondence w/ DPW re: same	0.30	147.30
05/28/2020	P C JAMIESON	P300	Review Description of Other Indebtedness draft	0.30	147.30
05/28/2020	P C JAMIESON	P300	Revise GC opinions	1.60	785.60
05/28/2020	P C JAMIESON	P300	Attend working group status call	0.50	245.50
05/28/2020	P C JAMIESON	P300	Revise Hunton opinions	2.10	1,031.10
05/28/2020	P C JAMIESON	P300	Email correspondence w/ Hunton working group re: UCC-1 filings and property descriptions	0.70	343.70
05/28/2020	P C JAMIESON	P300	Email correspondence w/ M. Hayes re: back-up certificates	0.30	147.30
05/28/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: FLS updates	0.20	98.20
05/28/2020	P C JAMIESON	P300	Further revise Hunton UA opinions	1.40	687.40
05/28/2020	P C JAMIESON	P300	Telephone conferences w/ K. Felz re: escrow	0.30	147.30
05/28/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson and C. Hasbrouck re: Exhibit A status and open points	0.50	245.50
05/28/2020	P C JAMIESON	P300	Telephone conference w/ Company, BNYM and EMM re: escrow	0.40	196.40
05/28/2020	P C JAMIESON	P300	Email correspondence w/ EMM re: alternate Indenture opinions for springing lien	0.40	196.40
05/28/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick and Company re: opinions	0.40	196.40
05/29/2020	M F FITZPATRICK	P300	Attended due diligence call	0.80	748.80
05/29/2020	P C JAMIESON	P300	Telephone conferences w/ B. Harney re: pro supp conforming edits	1.60	785.60
05/29/2020	P C JAMIESON	P300	Attention to revising draft pro supp	5.40	2,651.40

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05/29/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell re: pro supp follow-ups	0.40	196.40
05/29/2020	P C JAMIESON	P300	Telephone conference w/ DPW re: UA	0.70	343.70
05/29/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz and B. Harney re: UA and pro supp open points	0.30	147.30
05/29/2020	P C JAMIESON	P300	Telephone conference w/ Cravath re: pro supp open points	0.40	196.40
05/29/2020	P C JAMIESON	P300	Email correspondence w/ Company re: cap table open points	0.40	196.40
05/29/2020	P C JAMIESON	P300	Email correspondence w/ Hunton team re; task risk factor and FLS	0.20	98.20
05/29/2020	K C FELZ	P300	Review updated org materials (.3); discuss UAs with P. Jamieson and B. Harney (.3); further discuss filing and recording process for mortgage indenture (.4); review DPW comments to "Description of Other Indebtedness" section and discuss with D. Murphy, and revisions per same (.8); further review of S-3/A amendment (.2).	2.00	1,746.00
05/31/2020	P C JAMIESON	P300	Email correspondence w/ Hunton working group re: document status	0.20	98.20
05/31/2020	P C JAMIESON	P300	Review updated summary historical financial riders	0.40	196.40
05/31/2020	P C JAMIESON	P300	Research re: tax risk factor	0.40	196.40
			TOTAL P300	143.60	
05/08/2020	K C FELZ	P400	Review use of Rule 163B for investor communications/discuss with M. Fitzpatrick and HAK team (.4); review trustee counsel comments to supplemental mortgage indenture/discuss with P. Jamieson (.3).	0.70	611.10

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05/15/2020	M A HAYES	P400	Began reviewing employee, officer and director matters documents in folder 12 for diligence purposes including collective bargaining agreements, and material agreements.	6.50	2,632.50
05/28/2020	M A HAYES	P400	Began drafting the initial opinion back-up certificate for the Utility First Mortgage Bond deal.	1.20	486.00
05/28/2020	M J GOSWELL	P400	Prepare personal property UCC and fixture filings for FMB indenture.	0.50	292.50
05/29/2020	M A HAYES	P400	Reviewed new documents uploaded in Folder 17 of data room	0.80	324.00
			TOTAL P400	9.70	
05/12/2020	K C FELZ	P500	Conference call with M. Fitzpatrick and P. Jamieson to discuss comments to first mortgage bond pro supp (.7); review/comment on initial draft of underwriting agreement, for terms that implicate debt securities (.9); review/comment on revised version of mortgage bond prospectus supplement and discuss comments with P. Jamieson (1.3); review DPW comments to closing checklists (.3); review HAK California opinion discussion for FMB issuance (.2); review and discuss FMB options to collateralize cash management operations under credit facilities (.2)	3.60	3,142.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/15/2020	K C FELZ	P500	Review debt financing slides from rating agency presentation (.5); review description of SB350 and implication for debt offerings (.3); discuss mortgage indenture execution mechanics with P. Jamieson (.2).	1.00	873.00
05/18/2020	K C FELZ	P500	Review internal draft of revised FMB indenture and discuss with P. Jamieson and revisions to same (1.3); reorganization working group status conference call (participation re: debt issues) (.4); review revised version of S-3/A FMB description and discuss with P. Jamieson (.5); review "testing the waters" communications and documentation (.6).	2.80	2,444.40
05/19/2020	K C FELZ	P500	Conference call with PGE to discuss possible effect of SB350 (.4); Call with DPW team to discuss revision of mortgage indenture to reflect effective date of lien/review of revisions by P. Jamieson re: same (1.1); review discussions of treatment of Testing the Waters Communications for marketing (.3); brief review of netroadshow materials (.4); review of Weil comments to prospectus supplement/discuss with P. Jamieson (.2); review approach to "Strengths and Strategies" disclosure in pro supp and discuss with P. Jamieson (.3); review of underwriter and trustee counsel comments to S-3/A (.5).	3.20	2,793.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/22/2020	K C FELZ	P500	Review further edits to draft confirmation order for compliance with debt requirements (.3); further review of FMB pro supp and discuss risk factors with P. Jamieson (.5); research and discuss with HAK team 8-K disclosure requirements for debt instruments being entered into (.6); review HAK comments to equity pro supp for debt pro supp coordination (.4); review DPW further comments to FMB pro supp and discuss with P. Jamieson (.6).	2.40	2,095.20
05/26/2020	K C FELZ	P500	Review of draft Investment Agreement for PIPES transaction for provisions implicating debt transaction (.6); telephone conference with Cravath and company to discuss disclosure strategy for company description and review of proposal (.5); review/comment on draft First Mortgage Bond underwriting agreement and discuss with P. Jamieson (2.1); review/comment on all HAK and internal counsel closing opinions and discuss with P. Jamieson and B. Harney (2.3); review/markup initial draft of escrow agreement and discuss with P. Jamieson (.7).	6.20	5,412.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/27/2020	K C FELZ	P500	Conference call with underwriters' counsel to discuss company disclosure approach (.3); debt working group conference call (.4); review/comment on draft press releases prepared by M. Hayes (.5); weekly HAK/PGE working group call regarding first mortgage bonds (.4); review/markup of revised draft/comments by DPW of mortgage bond pro supp and Holdco notes pro supp (2.4); drafting "Description of Other Indebtedness" for both FMB and parent notes pro supp and discuss with D. Murphy (3); conference calls with M. Fitzpatrick and P. Jamieson regarding underwriting agreement and review further comments to same (.5).	7.50	6,547.50
05/27/2020	M J GOSWELL	P500	Prepare comments to bond escrow agreement.	1.00	585.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/28/2020	K C FELZ	P500	Review revised drafts of opinions and negative assurance letters for offerings (1.3); review revised collateralization supplemental indenture drafts (.5); analyze 1920 mortgage (.2); review and discuss escrow arrangements and Plan Effective Date mechanics with P. Jamieson (.4); review/discuss revisions to opinions to Trustee with P. Jamieson (.3); review/comment on revised draft of FMB prospectus supplement and corresponding changes to Corp pro supp and discuss with P. Jamieson and B. Harney (2.3); response to company questions and comments on launch press releases (.4); weekly update regarding Ch. 11 process (.4); update call with debt financing team (.5); conference call to discuss updates/revisions to COVID-19 risk factor (.5); response re: PGE question about wildfire impact effect on escrow arrangements (.3); call with escrow agent and counsel to discuss mechanics (.4).	7.50	6,547.50
05/29/2020	M J GOSWELL	P500	Review and comments to revised draft of escrow agreement for the FMB	0.70	409.50
05/31/2020	K C FELZ	P500	Review revised version of equity underwriting agreement and comments provided by Cravath for debt provisions (.4); review, comment and markup second draft of mortgage bond underwriting agreement and discuss with firm working group (.9).	1.30	1,134.90
TOTAL P500				37.20	

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
TOTAL HOURS				647.60	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
K C FELZ	Partner	56.50	873.00	49,324.50
M F FITZPATRICK	Partner	54.80	936.00	51,292.80
R M JOHNSON	Partner	29.10	887.00	25,811.70
M J GOSWELL	Associate	2.20	585.00	1,287.00
C W HASBROUCK	Associate	93.10	572.00	53,253.20
M A HAYES	Associate	12.60	405.00	5,103.00
R J HOFFMAN	Associate	114.00	374.00	42,636.00
P C JAMIESON	Associate	122.40	491.00	60,098.40
M A WATSON	Associate	2.50	473.00	1,182.50
S A WILSON	Associate	94.70	383.00	36,270.10
M R YI	Associate	7.00	509.00	3,563.00
R W NOLAN	Staff Attorney	58.70	518.00	30,406.60
TOTAL FEES (\$)				360,228.80

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	0.80	392.80
Corporate Review	P210	64.20	51,409.60
Real and Personal Property	P240	392.10	189,560.10
Structure / Strategy / Analysis	P300	143.60	82,534.20
Initial Document Preparation / Filing	P400	9.70	4,346.10
Negotiation / Revision / Responses	P500	37.20	31,986.00
		647.60	360,228.80

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FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	DATE	DESCRIPTION	AMOUNT
E107	Delivery/Messenger Services			56.68
			TOTAL E107 DELIVERY/MESSENGER SERVICES	56.68
E110	Out-of-Town Travel	05/21/2020	VENDOR: Ocampo, Jolie INVOICE#: 4161199205261308 DATE: 5/21/2020 Mileage - 05/21/20 - Notarize indenture packet for client - From/To - Oak/SF (17.60 miles/km)	10.12
E110	Out-of-Town Travel	05/21/2020	VENDOR: Ocampo, Jolie INVOICE#: 4161199205261308 DATE: 5/21/2020 Toll - 05/21/20 - Notarize indenture packet for client	6.00
			TOTAL E110 OUT-OF-TOWN TRAVEL	16.12
E124	Other	05/28/2020	VENDOR: Capitol Services Inc INVOICE#: 2020026700 DATE: 5/28/2020 Fees for lien searches with CA-SOS.	424.50
			TOTAL E124 OTHER	424.50
			TOTAL CURRENT EXPENSES (\$)	497.30

MATTER SUMMARY:

Current Fees:	\$ 360,228.80
Current Charges:	497.30
CURRENT MATTER AMOUNT DUE:	\$ 360,726.10

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RE: (Hunton # 026915.0000039, Client's # 903235) 2020 PG&E Corp Secured Debt Offering

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/14/2020	H HAVRE	P100	Participated in internal conference call to coordinate negotiation and work flow on bankruptcy exit financing plan.	0.60	653.40
05/27/2020	E J NEDELL	P100	Review opinion letter and provide comments	0.50	360.00
			TOTAL P100	1.10	
05/01/2020	M F FITZPATRICK	P210	Reviewed open issues/DIP issues and consent	1.10	1,029.60
05/01/2020	M F FITZPATRICK	P210	Reviewed checklist	0.40	374.40
05/01/2020	B P HARNEY	P210	Revise Corp closing documents for Notes offering (2.1)	2.10	1,058.40
05/02/2020	M F FITZPATRICK	P210	Reviewed DIP waiver	0.60	561.60
05/02/2020	S C KWON	P210	Review/comment on draft DIP waiver and consent letter (0.8); e-mail correspondences/conference call with Hunton capital markets and banking teams to discuss lien-subordination issues (1.0); conference call with M. Fitzpatrick regarding collateral included in draft pro supp (0.3); e-mail correspondences with M. Becker regarding subordination issue with respect to lien on Utility common stock (0.1)	2.20	1,713.80
05/03/2020	M F FITZPATRICK	P210	Reviewed checklist	0.30	280.80
05/03/2020	M F FITZPATRICK	P210	Reviewed Prospectus Supplement comments from MTO	0.60	561.60
05/04/2020	B P HARNEY	P210	Review MTO comments to pro supp (.2); review credit facility matters and revise Corp. Notes pro supp with preliminary terms (.9)	1.10	554.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/05/2020	M F FITZPATRICK	P210	Reviewed revisions to Prospectus Supplement	1.30	1,216.80
05/07/2020	M F FITZPATRICK	P210	Reviewed Offering Memorandum disclosure issues	2.00	1,872.00
05/08/2020	M F FITZPATRICK	P210	Reviewed Prospectus Supplement issues/Cravath revisions to Prospectus Supplement	2.00	1,872.00
05/10/2020	M F FITZPATRICK	P210	Reviewed Rule 163b issues and Rule 433 issues concerning Roadshows	1.20	1,123.20
05/10/2020	H HAVRE	P210	Provide comments to disclosure regarding terms of senior secured notes and related indenture	5.40	5,880.60
05/10/2020	H HAVRE	P210	Reviewed and commented on defeasance and discharge provisions and related defined terms for indenture governing senior secured notes to be issued by PG&E.	2.60	2,831.40
05/10/2020	B P HARNEY	P210	Revise draft Corp pro supp based on comments received from internal team and to conform with equity pro supp (2.1)	2.10	1,058.40
05/11/2020	M F FITZPATRICK	P210	Reviewed Pledge Agreement	0.50	468.00
05/11/2020	M F FITZPATRICK	P210	Reviewed Underwriting Agreement issues and opinions	2.00	1,872.00
05/11/2020	W TAYLOR, JR.	P210	Analyze and revise draft Description of Notes	4.40	4,791.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/11/2020	J CHANDAPILLAI	P210	Review draft of prospectus supplement for holding company's notes offering (0.7); review and discuss description of notes with Henry Havre (0.5); review current draft of revolving credit agreement and pledge agreement (1.1); review liens on collateral covenant in description of notes (1.7); review liens on non-collateral covenant in description of notes (1.9); review sale and leaseback covenant in description of notes (1.4); review springing guarantee covenant in description of notes (0.6); review reporting covenant in description of notes (0.5); review merger covenant in description of notes (0.7); review ranking disclosure in description of notes (0.8); review security interest disclosure in description of notes (1.3).	11.20	8,366.40
05/12/2020	M F FITZPATRICK	P210	Reviewed Prospectus Supplement issues	0.80	748.80
05/12/2020	M F FITZPATRICK	P210	Reviewed opinion issues and Regulatory opinion requirements	1.20	1,123.20
05/12/2020	M F FITZPATRICK	P210	Reviewed Pledge Agreement	1.20	1,123.20
05/12/2020	H HAVRE	P210	Revised indenture provisions relating to optional redemption, security interests, and open market purchases of new secured notes.	3.10	3,375.90
05/12/2020	W TAYLOR, JR.	P210	Prepare comments on draft Description of Notes (.90); conference call with H. Havre and J. Chandipallai re same (.50); e-mail to H. Havre and J. Chandipallai re same (.80).	2.20	2,395.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/12/2020	J CHANDAPILLAI	P210	Revise mandatory redemption disclosure in description of notes (1.8); revise description of pledge agreement and treatment of collateral in notes (1.9); revise change of control put option disclosure in description of notes (0.7); revise description of liens covenant in notes (1.4); revise description of liens covenant in notes (1.7); revise description of sale and leaseback covenant in notes (0.4); revise description of future guarantees covenant in notes (0.5); revise description of merger covenant in notes (0.6); revise description of ownership of utility and reporting covenants in notes (0.3); revise events of default and remedies in description of notes (1.2); revise modification and waiver provisions in description of notes (1.1); review defeasance and satisfaction and discharge provisions in description of notes (0.5); review book-entry issuance disclosure in description of notes (0.5).	12.60	9,412.20
05/13/2020	M F FITZPATRICK	P210	Reviewed Description of Notes	1.80	1,684.80
05/13/2020	M R YI	P210	Review dataroom documents in connection with notes offering	2.00	1,018.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/13/2020	J CHANDAPILLAI	P210	Discuss impact of exit financing conditions on note issuance with David Zdunkewicz and Henry Havre (0.4); review escrow conditions and mandatory/special redemption in description of notes (1.1); review events of default and acceleration provisions in description of notes (1.3); revise security interest and collateral documents disclosure in description of notes (1.5); review equity clawback provision in description of notes (0.5); review merger covenant in description of notes (0.6); revise lien covenant with respect to collateral in description of notes (1.8); revise liens covenant with respect to non-collateral assets in description of notes (1.5); revise sale and leaseback covenant in description of notes (0.4); review revised guarantee covenant provision in description of notes (0.3); review ownership of utility covenant in description of notes (0.1); review modification and waiver provisions of description of notes (0.9).	10.40	7,768.80
05/14/2020	M F FITZPATRICK	P210	Reviewed opinion drafts	1.00	936.00
05/14/2020	M F FITZPATRICK	P210	Reviewed draft Underwriting Agreement	1.30	1,216.80
05/14/2020	H HAVRE	P210	Reviewed pledge agreement relating to secured debt of PG&E, including secured high yield notes.	2.40	2,613.60
05/14/2020	J CHANDAPILLAI	P210	Participate in conference call to discuss status of PG&E Corp debt and security documents (0.3).	0.30	224.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/15/2020	M F FITZPATRICK	P210	Reviewed Pledge Agreement revisions	0.80	748.80
05/15/2020	M F FITZPATRICK	P210	Reviewed opinion issues and drafts	0.70	655.20
05/15/2020	B P HARNEY	P210	Review comments to DONs and discuss specific question on facility terms with Eric Nedell. (.6); telephone call with Joe Yu on S-4 Registration statement and other matters. (.3)	0.90	453.60
05/15/2020	J CHANDAPILLAI	P210	Review revolving credit agreement draft (0.8); analyze potential sale and leaseback of company's San Francisco general office properties (0.6).	1.40	1,045.80
05/16/2020	M F FITZPATRICK	P210	Reviewed description of notes	0.40	374.40
05/16/2020	B P HARNEY	P210	Provide comments to pro supps (1); conference with C. Kwon re: pro supp drafting (.5); analyze updates to rating agencies presentations (.5)	2.00	1,008.00
05/17/2020	B P HARNEY	P210	Review of ratings agencies' slides.	0.40	201.60
05/17/2020	J CHANDAPILLAI	P210	Review and discuss proposed revisions to financial definitions used in calculating fixed charge coverage ratio in description of notes (0.4).	0.40	298.80
05/18/2020	M F FITZPATRICK	P210	Reviewed Test the Water guidelines	1.50	1,404.00
05/18/2020	M R YI	P210	Conduct diligence for notes offering	5.00	2,545.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/18/2020	M A HAYES	P210	Continued reviewing employee, officer and director matters documents in folder 12 for diligence purposes including collective bargaining agreements, and material agreements (3.5) and began reviewing Folder 11 containing Intellectual Property matters (2.1) and Folder 10 containing Business Analysis and Plans (1.0).	6.60	2,673.00
05/19/2020	M F FITZPATRICK	P210	Reviewed revisions to Prospectus Supplement and S-3	1.50	1,404.00
05/19/2020	H HAVRE	P210	Worked on revisions to new draft of description of high yield notes to be issued by PG&E (for disclosure in prospectus supplement).	4.60	5,009.40
05/19/2020	M R YI	P210	Conduct diligence for notes offering	8.00	4,072.00
05/19/2020	B P HARNEY	P210	Revise draft confirmation Order to conform with exit financing transactions. (1.2)	1.20	604.80
05/19/2020	M A HAYES	P210	Drafted and sent M. Yi a summary of documents that I have reviewed based off of the Due Diligence Request List.	1.00	405.00
05/19/2020	J CHANDAPILLAI	P210	Review and discuss revised draft of description of notes circulated by Davis Polk (1.2); identify and set forth issues list on description of notes for client (0.8); discuss and revise description of notes to be sent to client along with issues list (1.3).	3.30	2,465.10
05/20/2020	M F FITZPATRICK	P210	Reviewed revised Description of Notes and Prospectus Supplement	2.00	1,872.00
05/20/2020	M F FITZPATRICK	P210	Reviewed revised S-3 Amendment	0.50	468.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	B P HARNEY	P210	Review DONs and pro supp to include DONs in the draft (1.4)	1.40	705.60
05/20/2020	J CHANDAPILLAI	P210	Review revised draft of revolving credit agreement for PG&E Corp and draft credit agreements at PG&E utility entity (1.5).	1.50	1,120.50
05/21/2020	M F FITZPATRICK	P210	Reviewed description of Notes and Prospectus Supplement disclosure	1.50	1,404.00
05/21/2020	H HAVRE	P210	Discussed detailed terms of high yield notes and related negotiation issues with PG&E management during conference call.	1.10	1,197.90
05/21/2020	B P HARNEY	P210	Analyze Corp. DONs and provide comments to High Yield team (3.1); telephone call with PG&E team on DONs (1.1)	4.20	2,116.80
05/21/2020	J CHANDAPILLAI	P210	Review revised draft of pledge agreement from Davis Polk (0.4); participate in call with client and Hunton team to review issues list on description of notes (0.7); revise description of notes based on client's feedback from call (0.3); review and discuss comments to description of notes from Eric Nedell and turn revised draft of description of notes (0.9).	2.30	1,718.10
05/22/2020	M F FITZPATRICK	P210	Reviewed final version of S-3 Amendment	0.70	655.20
05/22/2020	M F FITZPATRICK	P210	Reviewed revised description of Notes	1.20	1,123.20
05/22/2020	B P HARNEY	P210	Research pro supp precedents for PG&E Notes offering (2.1); review updated draft pro supp (1); attention to Corp. DONs draft (1)	4.10	2,066.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/22/2020	S C KWON	P210	E-mail correspondences with Hunton HY team regarding revised Corp. DON and plans for distribution to the broader working group (0.3); conference call with M. Fitzpatrick regarding same (0.2); conference call with Hunton team regarding DPW/JPM's request to include business risk factors and description of indebtedness (0.3); preparation of mark-ups of Corp. pro sup to reflect comments received on equity pro supp and FMB pro sup from DPW/banks (3.5); check of lien covenants in DON with respect to potential lease transaction (0.4)	4.70	3,661.30
05/22/2020	J CHANDAPILLAI	P210	Analyze escrow conditions appearing in first mortgage bond offering documents for PG&E utility entity (0.4); revise liens on collateral covenant in description of notes (1.3); revise liens on non-collateral assets in description of notes (0.6); revise sale and leaseback transactions covenant in description of notes (0.5); review and discuss changes to merger covenant in description of notes (0.3)	3.10	2,315.70
05/23/2020	B P HARNEY	P210	Review draft Corp. Notes prospectus supplement including conforming all definitions and revising documents based on comments received from group on prior versions (6.1)	6.10	3,074.40
05/24/2020	M F FITZPATRICK	P210	Reviewed draft Prospectus Supplement	2.50	2,340.00

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05/24/2020	B P HARNEY	P210	Reviewed draft opinions (2.1); Revise pro supp (2.1)	4.20	2,116.80
05/24/2020	S C KWON	P210	Review/comment on further updated draft of the pro sup (0.6); conference call with B. Harney regarding comments thereto (0.3); preparation of updated draft of Hunton opinion and NAL to be delivered in connection with Corp. debt transaction (2.8)	3.70	2,882.30
05/25/2020	M F FITZPATRICK	P210	Reviewed Prospectus Supplement	2.50	2,340.00
05/25/2020	M F FITZPATRICK	P210	Reviewed Regulatory Authority	1.50	1,404.00
05/25/2020	B P HARNEY	P210	Prepare back-up certificates for opinions (1.1); revise pro supp for PG&E team to include in package to ratings agencies (2); revise pro supp (2); revise draft opinions (1)	6.10	3,074.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/25/2020	S C KWON	P210	E-mail correspondences with Hunton HY team regarding latest comments on the DON (0.3); preparation of further mark-up of Corp pro sup to reflect latest updates to the DON and other sections of the pro sup to reflect comments from the Hunton team in order to distribute the pro sup draft to the working group (2.5); conference call with M. Fitzpatrick regarding covenant package in Corp. DON and permissible transactions thereunder (0.4); further e-mail correspondences with Hunton team regarding such covenant package (0.3); further check of liens covenant to determine whether certain transactions are permissible (0.4); conference calls with B. Harney regarding 1940 Act certificate to be prepared (0.1); continued preparation of updates to the Hunton opinion and NAL (0.5); conference call with B. Harney regarding latest draft of Hunton opinion and NAL and items to follow-up with Opinion Review Committee (0.3); review of additional updates to the Corp. pro supp per request from M. Becker (0.3); e-mail correspondences with B. Harney regarding same (0.1)	5.20	4,050.80
05/26/2020	H HAVRE	P210	Reviewed new versions of bank commitment papers in light of proposed high yield notes offering.	1.30	1,415.70
05/26/2020	M F FITZPATRICK	P210	Reviewed draft opinions	1.00	936.00
05/26/2020	M F FITZPATRICK	P210	Reviewed revised Description of Notes	0.80	748.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/26/2020	M F FITZPATRICK	P210	Reviewed revised disclosure	0.50	468.00
05/26/2020	M R YI	P210	Conduct diligence for notes offering	7.00	3,563.00
05/26/2020	B P HARNEY	P210	Prepare exit financing summaries for Bankruptcy court (2.1); Analyze comments to DONs (4.1); revise pro supp based on comments received from the group (2)	8.20	4,132.80
05/26/2020	J CHANDAPILLAI	P210	Analyze revised terms for high yield notes (0.8); analyze draft description of notes (0.5); discuss liens covenant with Marcel Fausten at Davis Polk and Henry Havre (0.2); analyze comments from Eric Nedell and Douglas Murphy on ranking and security interest and collateral disclosure in description of notes (0.3).	1.80	1,344.60
05/27/2020	M F FITZPATRICK	P210	Reviewed opinions	1.50	1,404.00
05/27/2020	B P HARNEY	P210	Revise Notes opinions and MTO opinion to conform with FMB opinions (5.2); review Notes pro supp with additional comments (1); attention to review of comments to DONs (2)	8.20	4,132.80
05/28/2020	M F FITZPATRICK	P210	Reviewed revised Prospectus Supplement	2.50	2,340.00
05/28/2020	M F FITZPATRICK	P210	Reviewed opinions	1.20	1,123.20
05/28/2020	B P HARNEY	P210	Revised draft pro sup received from DPW (5.5); review of comments to draft press releases (.5); review of comments to DONs (2.5); attention to review of MTO opinion and provide draft to MTO for review (1)	9.50	4,788.00
05/29/2020	M F FITZPATRICK	P210	Reviewed revised description of Notes	0.80	748.80
05/29/2020	M F FITZPATRICK	P210	Reviewed revised Prospectus Supplement	1.50	1,404.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/29/2020	S C KWON	P210	Preparation of further edits to the revised pro supp (1.7); conference call with B. Harney regarding additional edits to pro supp (0.3); conference call with B. Harney regarding items to follow-up with various parties on items in pro supp (0.3)	2.30	1,791.70
05/29/2020	J CHANDAPILLAI	P210	Review pledge agreement and disclosure regarding pledge agreement in description of notes (0.9).	0.90	672.30
05/30/2020	B P HARNEY	P210	Prepare Notes pro supp with new risk factors and comments received from tax team (2.2); prepare closing documents for offering based on comments received from group (2); review of pledge agreement to ensure it conforms to the current draft description of notes. (1)	5.20	2,620.80
05/30/2020	S C KWON	P210	Continued review/comment on closing deliverables (1.4); conference call with B. Harney regarding comments thereto (0.3); review/comment on revised no consent opinion of MTO (0.3); e-mail correspondence with E. Nedell regarding DPW's comments on the latest draft of the pledge agreement and the related provision in the DON (0.4).	2.40	1,869.60
05/30/2020	J CHANDAPILLAI	P210	Review proposed revisions to pledge agreement from Davis Polk and discuss disclosure around pledge agreement in description of notes (0.4).	0.40	298.80
05/31/2020	H HAVRE	P210	Compared changes in pledge agreement to disclosure in prospectus supplement.	0.50	544.50

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05/31/2020	B P HARNEY	P210	Review secured notes pro supp with changes received from the Company (2.1)	2.10	1,058.40
			TOTAL P210	242.80	
05/29/2020	R MCNAMARA	P220	Review and comments to revised draft prospectus supplement (1.0); work on tax diligence matters (0.8)	1.80	1,765.80
05/29/2020	T P STROTHER	P220	Review tax changes to the risk factors and the forward looking changes	0.60	229.80
			TOTAL P220	2.40	
05/03/2020	S C KWON	P280	Working group conference call regarding DIP waiver (0.6).	0.60	467.40
05/12/2020	D A ZDUNKEWICZ	P280	Review indenture provisions for chapter 11 exit financing.	1.10	1,015.30
05/13/2020	D A ZDUNKEWICZ	P280	Continue review of indenture provisions (0.9) and respond to bankruptcy related questions from H. Havre (0.8).	1.70	1,569.10
05/19/2020	S C KWON	P280	E-mail correspondences with HY team regarding DPW/UWs' comments on DON (0.1); e-mail correspondences with M. Fitzpatrick and B. Harney regarding revised DON (0.3).	0.40	311.60
			TOTAL P280	3.80	
05/01/2020	J W HARBOUR	P300	Analyze debt transaction issues and communications with counsel	0.20	139.60
05/02/2020	M F FITZPATRICK	P300	Attended calls to discuss DIP waiver	0.80	748.80
05/04/2020	M F FITZPATRICK	P300	Attended Weil call to discuss POR and Term Sheets	0.30	280.80
05/06/2020	M F FITZPATRICK	P300	Attended status calls to discuss Corp Notes Offering	0.50	468.00
05/07/2020	M F FITZPATRICK	P300	Attended update POR call with Weil	0.30	280.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/08/2020	H HAVRE	P300	Analyzed precedent high yield notes terms provided by underwriters as comparables for high yield notes offering by PG&E.	3.70	4,029.30
05/11/2020	S H KIMPEL	P300	Respond to inquiry re: pre-offering communications	0.30	324.00
05/13/2020	M F FITZPATRICK	P300	Attended update calls with JPM and company	0.80	748.80
05/14/2020	M F FITZPATRICK	P300	Telephone conference with C. Kwon and C. DeSanze about Description of Notes	1.20	1,123.20
05/14/2020	P C JAMIESON	P300	Telephone conference w/ E. Nedell, D. Murphy, M. Fitzpatrick and K. Felz re: DoN updates	0.60	294.60
05/18/2020	M F FITZPATRICK	P300	Attended call with Weil and Cravath to discuss POR and status	0.50	468.00
05/21/2020	M F FITZPATRICK	P300	Attend conference call with Company to discuss covenants	1.20	1,123.20
05/21/2020	H HAVRE	P300	Analyzed regulatory limitations on remedies available to noteholders (0.4), and revised related disclosure in draft prospectus supplement (0.5).	0.90	980.10
05/23/2020	H HAVRE	P300	Analyze potential conflicts of terms in bank lending commitment documents in light of proposed high yield notes offering	3.70	4,029.30
05/24/2020	H HAVRE	P300	Analyzed bank loan documents for potential conflicts between the respective terms of bank loan and high yield notes indenture.	2.70	2,940.30
05/26/2020	H HAVRE	P300	Conference call with Mari Becker of PG&E regarding high yield notes and recent changes proposed by JP Morgan.	0.90	980.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/26/2020	H HAVRE	P300	Conference call with Eric Nedell, Doug Murphy and Jerry Chandapillai to discuss proposed changes to terms of high yield notes.	0.80	871.20
05/26/2020	M F FITZPATRICK	P300	Telephone conference with Company and Cravath to discuss disclosure	0.60	561.60
05/27/2020	M F FITZPATRICK	P300	Attended call with JPM and DPW to discuss schedule and Prospectus Supplement	0.50	468.00
05/27/2020	P C JAMIESON	P300	Email correspondence w/ B. Harney re: cap table	0.20	98.20
05/28/2020	H HAVRE	P300	Telephone conference with Mari Becker regarding terms of high yield notes.	0.30	326.70
05/28/2020	M F FITZPATRICK	P300	Attended diligence call	1.40	1,310.40
05/28/2020	M F FITZPATRICK	P300	Attended update call with working group	0.50	468.00
05/29/2020	M F FITZPATRICK	P300	Attended due diligence call	0.80	748.80
			TOTAL P300	23.70	
05/13/2020	M A HAYES	P400	Telephone call with M. Yi concerning diligence process. Coordinated viewing privileges of data room.	0.40	162.00
05/14/2020	M A HAYES	P400	Began reviewing compliance documents in folder 15 for diligence purposes including Conflict Minerals Programs, Code of Conducts and Sourcing Process Guide (2.1). Began reviewing Tax documents in folder 13 for diligence purposes including tax sharing agreements and lists of ongoing tax disputes and tax filings (4.3)	6.40	2,592.00

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05/16/2020	S C KWON	P400	Review of DON for purposes of marking up Corp pro supp (2.3); preparation of markup of latest draft of pro supp (3.9); review of DPW's draft risk factors and check against those contained in the draft Corp pro supp (1.4)	7.60	5,920.40
05/17/2020	S C KWON	P400	E-mail correspondences with Hunton team regarding comments on draft Corp equity underwriting agreement (0.4); e-mail correspondences with Hunton HY team (0.2); Continued preparation of edits to the Corp pro supp (1.5).	2.10	1,635.90
05/21/2020	S C KWON	P400	Conference call with P. Jamieson and B. Harney regarding JPM/DPW's request to include business risk factors in pro supp and other comments on FMB and Corp. equity pro supp (0.4); conference call with M. Fitzpatrick and P. Jamieson regarding PG&E Treasury request for Corp DON and pro sup for distribution to rating agencies (0.3); e-mail correspondences with PG&E team regarding a call to discuss issues list for Corp DON (0.3); conference call with PG&E team and Hunton HY team to discuss issues list on Corp. DON (0.5); continued mark-up of Corp. pro supp (1.4)	2.90	2,259.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/23/2020	S C KWON	P400	Continued preparation of mark-up of Corp pro supp and updates to cover page and summary sections to conform to latest DON (4.5); conference calls/e-mail correspondences with B. Harney regarding items to update in the Corp. pro sup (1.3)	5.80	4,518.20
05/27/2020	M A HAYES	P400	Drafted Launch Press Releases for the Senior Bond Notes and First Mortgage Bonds with P. Jamieson and K. Felz.	2.40	972.00
			TOTAL P400	27.60	
05/11/2020	H HAVRE	P500	Revised disclosure regarding indenture terms pertaining to principal, maturity, interest, and ranking.	3.60	3,920.40
05/11/2020	H HAVRE	P500	Drafted new escrowed proceeds provisions of disclosure relating to terms of senior secured notes.	2.70	2,940.30
05/11/2020	H HAVRE	P500	Drafted special mandatory redemption provisions relating to senior secured notes.	2.40	2,613.60
05/11/2020	H HAVRE	P500	Drafted financial definitions for ratio calculations in indenture governing secured notes.	4.10	4,464.90
05/12/2020	H HAVRE	P500	Drafted financial definitions employed in terms of new secured notes.	3.80	4,138.20
05/12/2020	H HAVRE	P500	Drafted change of control provisions in new secured notes to be issued by PG&E.	3.10	3,375.90
05/12/2020	H HAVRE	P500	Revised collateral account release provisions	1.60	1,742.40
05/12/2020	H HAVRE	P500	Drafted guarantee provisions of senior secured notes	2.70	2,940.30

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/13/2020	H HAVRE	P500	Revised liens and sale leaseback covenants and related defined terms in notes.	5.30	5,771.70
05/13/2020	H HAVRE	P500	Reviewed bank loan liens covenant provisions in indenture governing senior secured notes.	1.40	1,524.60
05/13/2020	H HAVRE	P500	Drafted merger covenant, including new successor substitution provisions for indenture governing senior secured notes.	1.70	1,851.30
05/13/2020	H HAVRE	P500	Analyzed and revised events of default and acceleration provisions for indenture governing new high yield notes to be issued by PG&E.	2.50	2,722.50
05/13/2020	H HAVRE	P500	Revised book entry provisions pertaining to senior secured notes to be issued by PG&E.	0.90	980.10
05/14/2020	H HAVRE	P500	Revised description of security instruments relating to secured notes offering by PG&E.	2.40	2,613.60
05/20/2020	S C KWON	P500	E-mail correspondences with PG&E team regarding HY team's comments on DON and issues list for discussion (0.4); continued preparation of mark-up of edits to Corp. pro supp (2.4); working group conference call (0.4); review/comment on draft confirmation order with respect to Corp. secured notes financing, reinstated debt and exchange debt (1.5); e-mail correspondences with Hunton team regarding comments thereto (0.3)	5.00	3,895.00
05/21/2020	H HAVRE	P500	Drafted description of terms of high yield notes to be issued by PG&E	3.70	4,029.30

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/22/2020	H HAVRE	P500	Reviewed and revised changes to detailed description of terms of high yield notes to be issued by PG&E.	4.20	4,573.80
05/24/2020	H HAVRE	P500	Analyzed and revised prospectus supplement description of terms of high yield notes circulated by underwriters' counsel.	7.30	7,949.70
05/25/2020	H HAVRE	P500	Revised description of senior secured notes to be issued by PG&E.	3.10	3,375.90
05/26/2020	H HAVRE	P500	Worked on revisions to description of detailed terms of PG&E high yield notes to reflect securitization flexibility and comments from counsel to underwriters.	3.60	3,920.40
05/26/2020	S C KWON	P500	Review/comment on revised Hunton opinion and NAL (0.7); conference call with B. Harney regarding comments from Hunton California counsel (0.3); conference call with Hunton PG&E debt financing team regarding various outstanding requests from DPW/JPM regarding additional items to include in pro supp (0.4); conference call with Cravath and PG&E team regarding same (0.5); conference call with Hunton Capital markets team regarding opinion matters (0.3); preparation of markup of comments to draft opinions of MTO and PG&E's GC (1.5); e-mail correspondence calls with B. Harney regarding follow-up Hunton HY team regarding DPW's latest comments to DON (0.3)	4.00	3,116.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/27/2020	S C KWON	P500	Review of DPW comments on pros supp (1.6); prepare markup of draft Hunton opinion and NAL, including Opinion Manual review with respect to UCC opinion (2.4); preparation of updated MTO no consent opinion (0.7); conference call with M. Fitzpatrick and B. Barney regarding DPW/JPM comments on pro supp (0.5); e-mail correspondences with Hunton team regarding updated DON (0.3)	5.50	4,284.50
05/28/2020	H HAVRE	P500	Telephone conference with Marcel Fausten of Davis Polk (underwriters' counsel) regarding terms of high yield notes.	0.50	544.50
05/28/2020	S C KWON	P500	Review/comment on markup of comments from the working group on the latest pro supp (3.3); email correspondence with B. Harney regarding pro supp draft and updates to be made (0.9); review/comment on draft closing deliverables (1.7); working group conference call (0.4); e-mail correspondences with HY team regarding latest changes to DON and status of DON draft (0.2)	6.50	5,063.50
05/29/2020	H HAVRE	P500	Revised description of notes to incorporate comments from Eric Nedell.	1.20	1,306.80
05/29/2020	B P HARNEY	P500	Revise Notes prospectus supplement to include all comments and notes from the group (4.1); revise DONs (1); research additional pro supp precedents with multi tranches and for secured notes to ensure proper presentation (2)	7.10	3,578.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/30/2020	H HAVRE	P500	Reviewed and commented on changes to pledge agreement and description of pledge agreement.	1.80	1,960.20
TOTAL P500				91.70	
TOTAL HOURS				393.10	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	55.80	936.00	52,228.80
J W HARBOUR	Partner	0.20	698.00	139.60
H HAVRE	Partner	98.20	1,089.00	106,939.80
S H KIMPEL	Partner	0.30	1,080.00	324.00
S C KWON	Partner	60.90	779.00	47,441.10
R MCNAMARA	Partner	1.80	981.00	1,765.80
E J NEDELL	Partner	0.50	720.00	360.00
W TAYLOR, JR.	Partner	6.60	1,089.00	7,187.40
D A ZDUNKEWICZ	Partner	2.80	923.00	2,584.40
J CHANDAPILLAI	Counsel	49.60	747.00	37,051.20
B P HARNEY	Associate	76.20	504.00	38,404.80
M A HAYES	Associate	16.80	405.00	6,804.00
P C JAMIESON	Associate	0.80	491.00	392.80
T P STROTHER	Associate	0.60	383.00	229.80
M R YI	Associate	22.00	509.00	11,198.00
TOTAL FEES (\$)				313,051.50

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	1.10	1,013.40
Corporate Review	P210	242.80	175,609.90
Tax	P220	2.40	1,995.60
Other	P280	3.80	3,363.40
Structure / Strategy / Analysis	P300	23.70	23,811.80
Initial Document Preparation / Filing	P400	27.60	18,059.60
Negotiation / Revision / Responses	P500	91.70	89,197.80
		393.10	313,051.50

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FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	DATE	DESCRIPTION	AMOUNT
E106	Online Research			792.00
			TOTAL E106 ONLINE RESEARCH	792.00
			TOTAL CURRENT EXPENSES (\$)	792.00

MATTER SUMMARY:

Current Fees:	\$ 313,051.50
Current Charges:	792.00
CURRENT MATTER AMOUNT DUE:	\$ 313,843.50

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RE: (Hunton # 026915.0000040) 2020 Utility Accounts Receivables Securitization

MATTER SUMMARY:

Current Fees:	\$ 0.00
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 0.00

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RE: (Hunton # 026915.0000041, Client's # 802971) PG&E Utility 2020 Credit Facility

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/27/2020	E J NEDELL	P100	Correspondence with Hunton team regarding credit facility opinion requirements	1.00	720.00
05/27/2020	E J NEDELL	P100	Participate in all-hands call regarding financing documentation status and timing	0.50	360.00
05/27/2020	A R WASZILYCSAK	P100	Review requirements for UCC lien searches as requested by J. Goswell	0.50	112.50
05/27/2020	A R WASZILYCSAK	P100	Prepare correspondences to Capitol Services as requested by J. Goswell	0.30	67.50
05/27/2020	A R WASZILYCSAK	P100	Review proposal from Capitol Services as requested by J. Goswell	0.30	67.50
05/28/2020	E J NEDELL	P100	Email correspondence with Hunton team regarding opinions, collateral matters and funding mechanics	1.50	1,080.00
05/28/2020	A R WASZILYCSAK	P100	Review UCC opinion as requested by J. Goswell	0.20	45.00
05/28/2020	A R WASZILYCSAK	P100	Review requirement for adding fixture filing designation to UCC filings as requested by J. Goswell	0.50	112.50
05/28/2020	A R WASZILYCSAK	P100	Revise UCC-1 Financing Statements as requested by J. Goswell	0.30	67.50
05/28/2020	A R WASZILYCSAK	P100	Prepare UCC-1 as requested by J. Goswell	0.40	90.00
05/28/2020	E J NEDELL	P100	Email correspondence with N. Dorsey and D. Haaren regarding collateral and bankruptcy matters	0.50	360.00
05/28/2020	A R WASZILYCSAK	P100	Review and respond to correspondences from Capitol Services as requested by J. Goswell	0.40	90.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/28/2020	A R WASZILYCSAK	P100	Review lien search results received from CA-SOS as requested by J. Goswell	0.80	180.00
05/28/2020	A R WASZILYCSAK	P100	Review correspondences from Capitol Services as requested by J. Goswell	0.30	67.50
05/28/2020	A R WASZILYCSAK	P100	Prepare correspondence to Capitol Services as requested by J. Goswell	0.20	45.00
05/28/2020	A R WASZILYCSAK	P100	Prepare UCC-1 Financing Statements as requested by J. Goswell	0.50	112.50
05/30/2020	E J NEDELL	P100	Create draft summary of terms for Citibank cash management secured credit facility	0.80	576.00
05/31/2020	E J NEDELL	P100	Deliver bank documents to S. Karotkin for distribution to governor's office	0.30	216.00
05/31/2020	E J NEDELL	P100	Review and respond to email correspondence regarding financing documentation	0.50	360.00
			TOTAL P100	9.80	
05/17/2020	M F FITZPATRICK	P210	Reviewed open issues list for Credit Facility	0.70	655.20
05/22/2020	M F FITZPATRICK	P210	Reviewed final versions of Commitment letters/Credit Facilities	0.80	748.80
			TOTAL P210	1.50	
05/01/2020	E J NEDELL	P300	Conference regarding fees and bankruptcy conditionality	0.80	576.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/01/2020	D J MURPHY	P300	Participate in call with M. Becker to discuss issues associated with Utility Credit Agreements (.30); analyze draft of the Utility Term Loan Agreement (3.0); prepare issues list associated with draft of the Utility Term Loan Agreement (1.2); participate in call with E. Nedell to discuss and analyze issues list with respect to the Term Loan Credit Agreement (.5); prepare and distribute marks to Term Loan Credit Agreement (.5)	5.50	4,235.00
05/02/2020	E J NEDELL	P300	Conference with Hunton team regarding lien and debt matters	0.50	360.00
05/02/2020	E J NEDELL	P300	All-hands call regarding open items and structuring and recording of FMB indenture	1.30	936.00
05/02/2020	D J MURPHY	P300	Review and revise commitment letter based on changes received from Cravath (1.0); review and revise draft bank structuring fee letter (1.5); review changes to Utility credit agreements (.5); review changes to bank commitment letters (.20); participate in call with J. Goswell to discuss changes in credit agreement and corresponding marks. (.50)	3.70	2,849.00
05/03/2020	M J GOSWELL	P300	Drafting summary of differences between the 2020 revolving credit facility and the existing revolving credit facility for the CFO	1.80	1,053.00
05/03/2020	E J NEDELL	P300	Review and revise Utility credit agreements	0.50	360.00
05/03/2020	E J NEDELL	P300	Create and update issues list for deal team	1.50	1,080.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/03/2020	D J MURPHY	P300	Participate in call with Cravath team to discuss fee structure for bank facility (.20); participate in call with John Goswell to discuss preparation of matrix outlining changes to credit facilities (.30); review and provide comments to J. Goswell regarding matrix chart (1.0); review revised CIM (.20); review changes to term loan for utility credit agreement (.20); Participate in call with client to discuss mandatory prepayment provisions in Term Loan (1.0);) Revise Utility term loan for mandatory pre-payments based on call with client (.70); revise further mandatory pre-payment section to reflect further revised structure (debt issuance) (.70); participate in call with Patrick Jamieson and M. Fitzpatrick regarding securitization issuances and carve-outs (.50); review revised CIM and provide comments to JPM (.20); revise Utility term loan to accommodate securitized bond structure (.80).	5.80	4,466.00
05/04/2020	M F FITZPATRICK	P300	Telephone conference with Banking Team to discuss Term Loan debt covenants	1.20	1,123.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/04/2020	D J MURPHY	P300	Review revised Utility Term Loan Commitment Letter (.5);prepare and distribute comments to Utility Term Loan Commitment Letter (.5); participate in call with E. Nedell to discuss term loan commitment letter (.2); review revised draft of Utility Term Loan (.20); correspond with internal deal team regarding permissive securitizations (.20); review further changes to the Term loan commitment letter and provide comments to the same (.30); prepare issues list and revised drafts for review and comment from deal team (1.5).	3.40	2,618.00
05/05/2020	E J NEDELL	P300	Review FMB prospectus supplement	1.30	936.00
05/05/2020	E J NEDELL	P300	Analyze change of control trigger with board transition	0.30	216.00
05/05/2020	D J MURPHY	P300	Review and provide comments to the Utility pro supp. draft.	1.50	1,155.00
05/06/2020	E J NEDELL	P300	All-hands call and conference with B. Wong and C. DeSanze regarding change of control analysis	0.50	360.00
05/08/2020	D J MURPHY	P300	Review comments received on the bind documents (0.3) and prepare comments for distribution regarding the same (0.7).	1.00	770.00
05/11/2020	D J MURPHY	P300	Prepare draft of the summary of negative covenant analysis with respect to the Utility credit facilities.	2.50	1,925.00
05/12/2020	E J NEDELL	P300	Conference with J. Kyrwood regarding pledge and opinion matters	0.50	360.00
05/12/2020	E J NEDELL	P300	Email correspondence with M. Becker regarding cash management obligations	0.30	216.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/12/2020	D J MURPHY	P300	Analyze negative covenant provisions in the Description of Notes against existing bank facilities (2.0); provide comments to the Description of Notes following review and analysis against existing draft credit agreements (2.0);conducting research on EDGAR regarding security treatment for cash management obligations (2.5)	6.50	5,005.00
05/13/2020	M J GOSWELL	P300	Participate in all hands call re: exit financing.	0.50	292.50
05/13/2020	D J MURPHY	P300	Review initial draft fee letter (.50); provide comments to draft fee letter for agents (.50).	1.00	770.00
05/14/2020	E J NEDELL	P300	Conferences with D. Murphy regarding open credit agreement points	0.80	576.00
05/14/2020	P C JAMIESON	P300	Email correspondence w/ E. Nedell re: cash management security	0.30	147.30
05/14/2020	D J MURPHY	P300	Prepare and distribute comments to Cravath fee chart matrix.	1.30	1,001.00
05/15/2020	E J NEDELL	P300	Conference with M. Fitzpatrick and P. Jamieson regarding opinion matters	0.50	360.00
05/15/2020	P C JAMIESON	P300	Email correspondence w/ Lazard and E. Nedell and D. Murphy re: equity financing conditions	0.20	98.20
05/15/2020	D J MURPHY	P300	Review revised credit agreements prepared by Lender's counsel (2.0); review revised Utility Commitment Letter distributed by Lender's counsel (1.0)	3.00	2,310.00
05/16/2020	E J NEDELL	P300	Review lender comments to credit agreements and commitment letters	2.00	1,440.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/16/2020	E J NEDELL	P300	Create issues list for PG&E team regarding lender comments to credit agreement	1.50	1,080.00
05/17/2020	M F FITZPATRICK	P300	Telephone conference with company to discuss outstanding issues	0.80	748.80
05/17/2020	E J NEDELL	P300	Conference with M. Becker regarding rating agency questions	0.50	360.00
05/17/2020	P C JAMIESON	P300	Telephone conference w/ Company re: revised papers	0.70	343.70
05/17/2020	D J MURPHY	P300	Participate in call with Lender's counsel to discuss outstanding issues on commitment letters (.5); participate in call with internal team at PGE to discuss reviewed credit agreements and commitment papers (.80); analyze FMB Indenture as it pertains to Permitted Liens under the Utility Revolving Credit Agreement (.30)	1.60	1,232.00
05/18/2020	E J NEDELL	P300	Review and revise commitment letters	1.50	1,080.00
05/18/2020	E J NEDELL	P300	Conference with Cravath and Weil team regarding bankruptcy matters and exit financing	0.80	576.00
05/18/2020	E J NEDELL	P300	Email correspondence with M. Becker, C. DeSanze and others regarding debt financing open issues	1.50	1,080.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/18/2020	D J MURPHY	P300	Review and provide comments to revised draft of the Revolver Commitment Letter (.70); correspond with E. Nedell regarding the comments to revised draft of the Revolver commitment letter (.20); prepare revised draft of the Cravath fee chart matrix to update for revised fees and structure (.80); review and analyze notes regarding securitization transactions and structuring of the same (.40); review revised Utility revolver and provide comments to the same (.60)	2.70	2,079.00
05/19/2020	E J NEDELL	P300	Conferences with D. Murphy and M. Fitzpatrick regarding open issues in financing documents	0.80	576.00
05/19/2020	E J NEDELL	P300	Create issues list for discussion with Davis Polk regarding bank financing documentation	0.50	360.00
05/19/2020	E J NEDELL	P300	Review and respond to email correspondence from Cravath, Weil and Hunton teams regarding financing documentation	0.50	360.00
05/19/2020	D J MURPHY	P300	Analyze draft confirmation order provisions related to financing.	1.50	1,155.00
05/20/2020	D J MURPHY	P300	Provide comments to draft confirmation order following review.	1.00	770.00
05/20/2020	E J NEDELL	P300	Conference with Weil regarding confirmation order	0.50	360.00
05/20/2020	E J NEDELL	P300	Correspondence with D. Haaren, C. DeSanzo and D. Murphy regarding Fire Claims Cap	0.50	360.00
05/21/2020	D J MURPHY	P300	Participate in call regarding investment grade capital investments with JPM.	0.50	385.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/22/2020	E J NEDELL	P300	Call with bankruptcy team regarding confirmation order	1.00	720.00
05/22/2020	E J NEDELL	P300	Conference with D. Murphy, M. Becker and C. DeSanze regarding bank facilities	0.50	360.00
05/23/2020	E J NEDELL	P300	Conference with M. Becker regarding status of credit agreements	0.30	216.00
05/23/2020	E J NEDELL	P300	Conferences with M. Fitzpatrick and J. Liou regarding bankruptcy court approval of financing documents	0.30	216.00
05/23/2020	E J NEDELL	P300	Review and respond to email correspondence regarding schedules, commitment letters and confirmation order status	1.50	1,080.00
05/24/2020	E J NEDELL	P300	Correspondence with Cravath and Weil regarding Plan documentation	0.50	360.00
05/25/2020	E J NEDELL	P300	Review draft Confirmation Order	0.80	576.00
05/25/2020	E J NEDELL	P300	Email correspondence with Hunton team regarding financing documentation status	0.50	360.00
05/25/2020	E J NEDELL	P300	Provide analysis to Hunton team regarding permitted A/R securitization under credit agreements	0.80	576.00
05/25/2020	E J NEDELL	P300	Review credit agreements and provide analysis to J. Yu and M. Becker regarding Oakland lease and sale of wireless assets as permitted transactions	1.00	720.00
05/26/2020	D J MURPHY	P300	Review and provide comment to summary of bank documents requested by Weil deal team.	0.20	154.00
05/26/2020	E J NEDELL	P300	Prepare summary of bank facility documentation for S. Karotkin	0.80	576.00

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05/26/2020	E J NEDELL	P300	Finalize, review and execution of commitment letters	1.50	1,080.00
05/26/2020	E J NEDELL	P300	Review and finalize Bank of America and Citibank fee letters	1.00	720.00
05/27/2020	D J MURPHY	P300	Review SEC proof for Utility facilities.	0.60	462.00
05/27/2020	D J MURPHY	P300	Provide comments to description of credit facilities following review.	0.50	385.00
05/28/2020	E J NEDELL	P300	Conference with B. Hahn and M. Klemann regarding A/R securitization term sheet	0.50	360.00
05/28/2020	E J NEDELL	P300	Review prospectus supplement documentation and provide comments	1.50	1,080.00
05/28/2020	D J MURPHY	P300	Review changes to Utility Pro Supp's.	0.30	231.00
05/28/2020	M J GOSWELL	P300	Participate in all hands call re: financing.	0.50	292.50
			TOTAL P300	82.00	
05/15/2020	M J GOSWELL	P400	Drafting utility revolver closing checklist	2.20	1,287.00
05/21/2020	M J GOSWELL	P400	All hands call.	0.40	234.00
05/21/2020	M J GOSWELL	P400	Preparing credit agreement schedules for Utility credit facilities.	0.50	292.50
05/27/2020	E J NEDELL	P400	Review and revise 8-K proof and coordination to file same	2.80	2,016.00
			TOTAL P400	5.90	
05/01/2020	M J GOSWELL	P500	Call with PG&E regarding credit agreements	0.60	351.00
05/01/2020	M J GOSWELL	P500	Reviewing and comments to initial draft of Utility term loan agreement.	1.00	585.00
05/01/2020	E J NEDELL	P500	Conference with Hunton team regarding revisions to deal terms	2.00	1,440.00
05/02/2020	M J GOSWELL	P500	All hands call to finalize credit agreements.	1.30	760.50

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05/02/2020	M J GOSWELL	P500	Finalizing revolver and term credit agreements.	1.50	877.50
05/02/2020	E J NEDELL	P500	Revisions to internal Exit Financing Grid tracking open issues	0.50	360.00
05/02/2020	E J NEDELL	P500	Review and revise JPMorgan arranger fee letter	0.50	360.00
05/02/2020	E J NEDELL	P500	Internal conferences on document terms and revisions	2.00	1,440.00
05/02/2020	E J NEDELL	P500	Conferences with Davis Polk and PG&E team on document terms and revisions	2.00	1,440.00
05/03/2020	E J NEDELL	P500	Conferences with Hunton team regarding revisions to deal terms	2.00	1,440.00
05/03/2020	E J NEDELL	P500	Conferences with Hunton and PG&E teams regarding revisions to deal terms	2.00	1,440.00
05/03/2020	E J NEDELL	P500	Review and revise JPMorgan structuring fee	1.50	1,080.00
05/03/2020	E J NEDELL	P500	Conferences with Davis Polk regarding revisions to deal terms	0.50	360.00
05/04/2020	E J NEDELL	P500	Revise drafts of loan documents	1.80	1,296.00
05/04/2020	E J NEDELL	P500	Conference with Weil, Cravath and Hunton teams regarding timing and deal status	0.50	360.00
05/06/2020	E J NEDELL	P500	Review lender presentation and provide comments	0.50	360.00
05/08/2020	E J NEDELL	P500	Lender call	1.00	720.00
05/08/2020	E J NEDELL	P500	Review and revise FMB prospectus supplement	1.30	936.00
05/11/2020	E J NEDELL	P500	All-hands conference regarding Plan Confirmation status	0.50	360.00
05/13/2020	E J NEDELL	P500	Review FMB prospectus supplement and provide comments	0.30	216.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/13/2020	E J NEDELL	P500	Compile comments to Bond Delivery Agreement, Supplemental Indenture and First Mortgage Bond for Hunton team	0.50	360.00
05/14/2020	E J NEDELL	P500	Revisions to Pledge Agreement	0.30	216.00
05/15/2020	E J NEDELL	P500	Review rating agencies presentation and provide comments	0.50	360.00
05/15/2020	E J NEDELL	P500	Review revisions to commitment letters and credit agreements with lender comments	2.50	1,800.00
05/16/2020	E J NEDELL	P500	Email correspondence with J. Kyrwood, P. Jin and D. Murphy regarding lender comments to credit agreement	0.50	360.00
05/17/2020	E J NEDELL	P500	Review revisions to credit agreements to permit A/R securitization	0.50	360.00
05/17/2020	E J NEDELL	P500	Internal Hunton conference regarding lender comments to credit agreement	0.50	360.00
05/17/2020	E J NEDELL	P500	Conference with full PG&E and Hunton teams regarding lender comments to credit agreement	1.50	1,080.00
05/17/2020	E J NEDELL	P500	Conference with J. Kyrwood, P. Jin and D. Murphy regarding lender comments to credit agreement	0.50	360.00
05/17/2020	E J NEDELL	P500	Review and respond to email correspondence regarding lender comments to credit agreement	0.50	360.00
05/18/2020	E J NEDELL	P500	Review and revise Utility revolver credit agreement	0.80	576.00
05/18/2020	E J NEDELL	P500	Review and revise Utility term loan credit agreement	0.80	576.00
05/19/2020	E J NEDELL	P500	Review draft Confirmation Order and provide comments to provisions related to financing.	0.80	576.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	E J NEDELL	P500	Review fee proposals	0.80	576.00
05/20/2020	E J NEDELL	P500	Multiple conferences with P. Jin, D. Murphy and M. Becker regarding changes to deal terms	1.80	1,296.00
05/21/2020	E J NEDELL	P500	Review confirmation order and revise to account for payment of fees	0.50	360.00
05/21/2020	E J NEDELL	P500	Conference with Weil and Cravath regarding plan confirmation	0.50	360.00
05/21/2020	E J NEDELL	P500	Review and revise bank financing documents	1.50	1,080.00
05/22/2020	M J GOSWELL	P500	Call with PG&E regarding next steps.	0.50	292.50
05/22/2020	E J NEDELL	P500	Call with Hunton deal team regarding changes to bank debt terms	0.50	360.00
05/22/2020	E J NEDELL	P500	Review and revise commitment letters and credit agreements	2.00	1,440.00
05/22/2020	E J NEDELL	P500	Review and respond to email correspondence with Davis Polk regarding changes to deal terms	1.00	720.00
05/23/2020	E J NEDELL	P500	Finalize commitment letters and share with Cravath and Weil teams	1.00	720.00
05/23/2020	E J NEDELL	P500	Review and prepare commitment letters for execution	1.30	936.00
05/24/2020	E J NEDELL	P500	Review and revise schedules to credit agreement	1.30	936.00
05/25/2020	E J NEDELL	P500	Review Form 8-K and provide comments	0.50	360.00
05/25/2020	E J NEDELL	P500	Revise credit agreement schedules and distribute	0.50	360.00
05/25/2020	E J NEDELL	P500	Review and revise MUFG fronting fee letter	0.50	360.00
05/25/2020	E J NEDELL	P500	Conference with Weil, Cravath and Davis Polk teams regarding Confirmation Order	0.50	360.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/25/2020	E J NEDELL	P500	Review Citibank fee letter and provide comments	1.00	720.00
05/26/2020	E J NEDELL	P500	Revise and coordinate execution of MUFG fronting letters	0.80	576.00
05/26/2020	E J NEDELL	P500	Multiple conferences with deal team regarding final changes to credit agreement documentation	1.50	1,080.00
05/30/2020	E J NEDELL	P500	Respond to email from M. Becker, C. DeSanze and D. Haaren regarding limitation on payment of dividends	0.30	216.00
TOTAL P500				51.80	
TOTAL HOURS				151.00	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	3.50	936.00	3,276.00
E J NEDELL	Partner	86.70	720.00	62,424.00
D J MURPHY	Counsel	44.10	770.00	33,957.00
M J GOSWELL	Associate	10.80	585.00	6,318.00
P C JAMIESON	Associate	1.20	491.00	589.20
A R WASZILYCSAK	Paralegal	4.70	225.00	1,057.50
TOTAL FEES (\$)				107,621.70

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	9.80	4,729.50
Corporate Review	P210	1.50	1,404.00
Structure / Strategy / Analysis	P300	82.00	61,024.20
Initial Document Preparation / Filing	P400	5.90	3,829.50
Negotiation / Revision / Responses	P500	51.80	36,634.50
		151.00	107,621.70

MATTER SUMMARY:

Current Fees: \$ 107,621.70
Current Charges: 0.00
CURRENT MATTER AMOUNT DUE: \$ 107,621.70

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RE: (Hunton # 026915.0000042, Client's # 802946) PG&E Corp 2020 Credit Facility

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/28/2020	E J NEDELL	P100	Email correspondence with JPMorgan and Davis Polk regarding escrow funding arrangements	0.50	360.00
05/28/2020	E J NEDELL	P100	Conference with full working group regarding Corp funding status	0.50	360.00
			TOTAL P100	1.00	
05/17/2020	M F FITZPATRICK	P210	Reviewed open issues list for Credit Facility	0.70	655.20
05/22/2020	M F FITZPATRICK	P210	Reviewed final versions of Commitment letters/Credit Facilities	0.80	748.80
05/22/2020	J CHANDAPILLAI	P210	Review commitment letters and revised drafts of bank credit agreements for PG&E Corp and PG&E utility entities.	1.60	1,195.20
05/26/2020	M F FITZPATRICK	P210	Reviewed draft 8-K	1.00	936.00
05/26/2020	M F FITZPATRICK	P210	Reviewed final draft of Credit Facility	0.70	655.20
05/28/2020	J CHANDAPILLAI	P210	Review drafts of credit agreement for Term Loan B facility (0.8); review comments to description of notes from Eric Nedell (0.3).	1.10	821.70
			TOTAL P210	5.90	
05/01/2020	D J MURPHY	P300	Participate in call with M. Becker to discuss issues associated with Revolver Credit Agreement (.30); participate in call with the Cravath team to discuss escrow arrangements and the need for a DIP waiver in connection therewith (.50)	0.80	616.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/02/2020	D J MURPHY	P300	Review financial covenant package in credit agreements and correspond with client regarding the same (.5); participate in call concerning DIP waiver with Cravath and other interested parties (.70); follow-up call with Lender's counsel to discuss open issues and DIP waiver (.60); participate in call with the client, including M. Becker and C. Desanze to discuss open issues on the credit agreements (.70); review and provide comments to DIP waiver draft (.5); participate in call with E. Nedell to discuss open matters including fee letter (.2); participate in call with internal HAK team to discuss issues associated with existing DIP liens and potential resolutions (.30); review changes to Corp. credit agreement (.5); review and provide comments to draft CIM (1.5); participate in internal call with E. Nedell to discuss Company status (.2)	5.70	4,389.00
05/03/2020	M J GOSWELL	P300	Drafting summary of differences between the 2020 revolving credit facility and the existing revolving credit facility for the CFO	2.00	1,170.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/03/2020	D J MURPHY	P300	Review draft commitment letter for Corp. (.20); Review comments from client and revise the same per said comments (.5); Review and analyze fee letters in preparation for discussion with internal deal team (.70); participate in call with discussion with Mari Becker and Christine DeSanze regarding fee letters (.80).	2.20	1,694.00
05/04/2020	M F FITZPATRICK	P300	Telephone conferences to discuss final covenant package	0.30	280.80
05/04/2020	E J NEDELL	P300	Review preliminary prospectus supplement for HY notes and provide comments to B. Harney	1.50	1,080.00
05/04/2020	D J MURPHY	P300	Prepare summary of credit agreements as against existing credit agreements (2.5); review further revised CIM and circulate comments internally (.50).	3.00	2,310.00
05/05/2020	D J MURPHY	P300	Review and provide comments to Corp. pro sup. draft.	1.50	1,155.00
05/06/2020	E J NEDELL	P300	Conferences with D. Murphy, M. Fitzpatrick and M. Becker regarding pledge of equity of the Utility as collateral	0.50	360.00
05/06/2020	D J MURPHY	P300	Participate in weekly status call with all parties (.50); prepare internal notice regarding completion of commitment papers for syndication for three bank facilities (1.0).	1.50	1,155.00
05/11/2020	D J MURPHY	P300	Conduct initial review of draft Description of Notes (3.0); prepare draft of the summary of negative covenants for Corp credit facilities (1.5)	4.50	3,465.00

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05/12/2020	E J NEDELL	P300	Construct opinion formulation for California matters	1.30	936.00
05/13/2020	E J NEDELL	P300	Conference with J. Chandapillai and H. Havre regarding DON provisions	0.50	360.00
05/13/2020	D J MURPHY	P300	Review and analyze term loan B term sheet (1.0); prepare comments to the initial draft of the term loan B term sheet; (2.0); participate in weekly status call with all parties (.30); provide comments to the draft Cravath fee matrix following review (.50); provide comments to the Cravath confirmation matrix following review of the same (.50); review comments to DON provided by MTO (.50).	4.80	3,696.00
05/14/2020	E J NEDELL	P300	Conference with Weil and Cravath teams regarding bankruptcy court approval of fees	1.00	720.00
05/14/2020	E J NEDELL	P300	Conferences with full Hunton team regarding Corp debt considerations	0.30	216.00
05/14/2020	D J MURPHY	P300	Participate in call with Bankruptcy teams from Weil and Cravath to discuss fees and confirmation order (.60); participate in status and organization call with E. Nedell (.50); participate in call with internal deal team to discuss the status of review of Description of Notes and Term Loan B (.40)	1.50	1,155.00
05/15/2020	E J NEDELL	P300	Conference with H. Weissmann regarding regulatory considerations in connection with pledge of Utility equity	0.50	360.00

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05/15/2020	D J MURPHY	P300	Review revised credit agreement prepared by Lender's counsel (1.0); review revised Corp. commitment letter prepared by Lender's counsel (1.0).	2.00	1,540.00
05/16/2020	E J NEDELL	P300	Review lender comments to credit agreement and commitment letter	1.00	720.00
05/17/2020	M F FITZPATRICK	P300	Telephone conference with company to discuss outstanding issues	0.80	748.80
05/17/2020	P C JAMIESON	P300	Telephone conference w/ Company re: revised papers	0.70	343.70
05/17/2020	D J MURPHY	P300	Participate in call with internal team at PGE to discuss reviewed credit agreements and commitment papers (.90); review ratings agency presentation describing bank facilities (.70)	1.60	1,232.00
05/18/2020	D J MURPHY	P300	Prepare issues list for Term Loan B following review and analysis (2.5); review revised corp revolver credit agreement and provide comments to the same (.5).	3.00	2,310.00
05/19/2020	E J NEDELL	P300	Conference with PG&E and Hunton teams regarding analysis and impact of SB 350	0.50	360.00
05/19/2020	E J NEDELL	P300	Conference with M. Becker, C. DeSanze and D. Murphy regarding Term Loan B term sheet	0.50	360.00
05/19/2020	D J MURPHY	P300	Prepare for call on Term Loan B term sheet (.50); participate in call with client to discuss term loan B term sheet and associated issues (.50); prepare revised draft of term loan term sheet based on call with client (1.5); review revised draft of the Description of Notes (.50).	3.00	2,310.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/20/2020	D J MURPHY	P300	Participate in call with Cravath and Weil teams to discuss fee structure and bankruptcy approval of the same (.5); participate in follow-up call with E. Nedell to discuss process and status (.20); participate in call with Lender counsel to discuss securitization and term loan B term sheet as well as outstanding issues on bank facilities (.80).	1.50	1,155.00
05/21/2020	D J MURPHY	P300	Participate in call with the Bankruptcy teams at Cravath and Weil teams to discuss fee structures (.70); review initial draft of Equity prospectus supplement (1.5); revise equity prospectus supplement following review (1.3); review revised draft of the description of the Notes (1.5); Review revised draft confirmation order prepared by bankruptcy counsel (.70); participate in call with PGE team to discuss open items with respect to description of Notes (.70); participate in call with E. Nedell to discuss Description of Notes comments (.30).	6.70	5,159.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/22/2020	D J MURPHY	P300	Participate in call with PGE team regarding outstanding issues on all bank debt facilities (.50); revising Term Loan B term sheet following review (.50); participate in call with Patrick Jamieson to discuss comments to draft equity prospectus supplement (.30); provide comments on the revised bank facilities and term sheets following review (.50); review and analyze statute to ascertain whether an 8-k filing was required under 2.03 as a result of the execution of the commitment letters (.50); review revise draft of the equity prospectus supplement (.50).	2.80	2,156.00
05/25/2020	E J NEDELL	P300	Review prospectus supplement and provide comments	0.50	360.00
05/25/2020	E J NEDELL	P300	Review updated Term Loan B term sheet	0.50	360.00
05/25/2020	D J MURPHY	P300	Review revised confirmation order and plan (.50); review and analyze question regarding inclusion of AR Facility in the Confirmation Order (.50); review draft 8-k filing language for completeness (.30); review new secured notes prospectus supplement for accuracy (.20).	1.50	1,155.00

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05/26/2020	D J MURPHY	P300	Review and provide description for 8-k filing (.50); review revised draft of the Description of Notes and comments from internal team (.70); discuss comments to Description of Notes with E. Nedell (.30); participate in call with High Yield team to discuss comments to the description of Notes (.5); revise Description of Notes following review and distribute same to internal High yield team (1.0); review revised 8-k draft filing and discuss the same with P. Jamieson (.30); review and compare description of note provisions regarding security against the most-recent draft of the pledge agreement (1.0).	4.30	3,311.00
05/26/2020	E J NEDELL	P300	Review DON and conferences with M. Becker, H. Havre and D. Murphy regarding same	2.00	1,440.00
05/26/2020	E J NEDELL	P300	Revise commitment letters	1.50	1,080.00
05/27/2020	D J MURPHY	P300	.5 (.42) organize review of Term Loan B (.50); review SEC proof for Corp facility (.40)	0.90	693.00
05/27/2020	D J MURPHY	P300	Review initial draft of Term Loan B Credit Agreement (3.0); provide comments to term loan B credit agreement following review (3.0); create issues list for client based on review of credit agreement (1.5); provide comments to description of credit facilities following review (.5)	8.00	6,160.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/28/2020	D J MURPHY	P300	Prepare for call with client to discuss excess cash flow covenant (.50); participate in call with client and E. Nedell to discuss Excess cash flow covenants and follow-up internal conversations regarding the same (.70); follow-up internal calls regarding ECF covenants (.20); correspond with J. Goswell to discuss opinion drafts and substance (.20); review and provide comments to Corp. Pro Supp's distributed by P. Jamieson (.50)	2.10	1,617.00
05/28/2020	M J GOSWELL	P300	Reviewing munger legal opinion and reconciling it with the Hunton opinion.	0.70	409.50
05/28/2020	M J GOSWELL	P300	Prepare for and call with PG&E to discuss term loan B	1.40	819.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/29/2020	D J MURPHY	P300	Prepare for Term Loan B call with client (.70); participate in call with client to discuss Term Loan B open issues (.70); discuss Term Loan B issues and approach with E. Nedell (.30); revise Term Loan B credit agreement following review and discussions regarding the same (1.2); participate in call with lenders counsel and arrangers to go through status of the marketing materials and other documents (.50) prepare documentation and questions for clients concerning excess cash flow and fixed charge ratio use in Term Loan B (1.3); organize and review and respond to correspondence regarding opinions and other closing date deliverables (1.30); review and provide comments to Term Loan B credit agreement (.50).	6.50	5,005.00
05/29/2020	E J NEDELL	P300	Review DON and provide comments	0.80	576.00
05/29/2020	E J NEDELL	P300	Conference with D. Murphy, N. Manuel and PG&E business team regarding Excess Cash Flow calculation and other component definitions	1.50	1,080.00
05/30/2020	E J NEDELL	P300	Correspondence regarding expanded scope of collateral package and revisions to Pledge Agreement	1.80	1,296.00
			TOTAL P300	91.50	
05/14/2020	M J GOSWELL	P400	Drafting legal opinion for HoldCo revolver.	4.00	2,340.00
05/21/2020	M J GOSWELL	P400	Drafting changes to legal opinion.	0.20	117.00

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05/21/2020	M J GOSWELL	P400	Preparing schedules for Holdco credit facility.	0.50	292.50
05/29/2020	M J GOSWELL	P400	Coordinating with Munger on opinion requirements.	0.50	292.50
			TOTAL P400	5.20	
05/01/2020	E J NEDELL	P500	Review and revise DIP consent and waiver	1.00	720.00
05/01/2020	E J NEDELL	P500	Conference with Davis Polk regarding changes to deal terms	0.50	360.00
05/02/2020	M J GOSWELL	P500	Finalizing credit agreements and commitment letters.	1.50	877.50
05/02/2020	E J NEDELL	P500	Review and revise DIP consent and waiver	1.50	1,080.00
05/02/2020	E J NEDELL	P500	Internal conferences on document terms and revisions	2.00	1,440.00
05/02/2020	E J NEDELL	P500	Conferences with Davis Polk and PG&E team on document terms and revisions	2.00	1,440.00
05/03/2020	E J NEDELL	P500	Review and revise Corp revolving credit agreement	2.00	1,440.00
05/03/2020	E J NEDELL	P500	Review and revise commitment letter for Corp revolving credit agreement	1.00	720.00
05/03/2020	E J NEDELL	P500	Review and revise DIP consent and waiver	0.80	576.00
05/04/2020	E J NEDELL	P500	Finalize loan documents and prepare for posting	1.50	1,080.00
05/11/2020	E J NEDELL	P500	Review and revise Pledge Agreement	2.50	1,800.00
05/11/2020	E J NEDELL	P500	Correspondence regarding Pledge Agreement terms and conditions	0.50	360.00
05/12/2020	E J NEDELL	P500	Review and revise pledge agreement	2.30	1,656.00
05/13/2020	M J GOSWELL	P500	Reviewing pledge and agreement and comparing certain provisions to the revolver credit agreement.	1.00	585.00

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05/13/2020	E J NEDELL	P500	Review term sheet for Term Loan B and provide markup to M. Becker and C. DeSanze	1.50	1,080.00
05/15/2020	E J NEDELL	P500	Revise Pledge Agreement and distribute	0.50	360.00
05/18/2020	E J NEDELL	P500	Revise commitment letter	0.30	216.00
05/18/2020	E J NEDELL	P500	Review and revise Corp revolver credit agreement	1.50	1,080.00
05/19/2020	E J NEDELL	P500	Review and provide comments to Term Loan B term sheet	0.50	360.00
05/20/2020	E J NEDELL	P500	Conferences with M. Becker and H. Havre regarding DON revisions	0.50	360.00
05/21/2020	E J NEDELL	P500	Call to discuss terms of DON	0.50	360.00
05/21/2020	E J NEDELL	P500	Call with Hunton, Davis Polk and JPMorgan regarding IG debt offering	0.50	360.00
05/21/2020	E J NEDELL	P500	Review and revise bank financing documents	1.50	1,080.00
05/22/2020	E J NEDELL	P500	Review and revise commitment letters and credit agreements	2.00	1,440.00
05/23/2020	E J NEDELL	P500	Conference with D. Haaren regarding greenshoe and disclosure schedules	0.50	360.00
05/25/2020	E J NEDELL	P500	Review Term Loan B term sheet and distribute comments	0.50	360.00
05/25/2020	E J NEDELL	P500	Review description of notes and provide comments	0.30	216.00
05/27/2020	E J NEDELL	P500	Review and revise Credit Agreement for Term Loan B	4.30	3,096.00
05/27/2020	E J NEDELL	P500	Review PIPE investment agreement and provide comments	0.80	576.00
05/28/2020	E J NEDELL	P500	Conference with D. Murphy, J. Goswell, M. Becker and C. DeSanze regarding revisions to Term Loan B Credit Agreement	0.80	576.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
05/28/2020	E J NEDELL	P500	Review and revise Term Loan B Credit Agreement	3.80	2,736.00
05/28/2020	E J NEDELL	P500	Review DON and provide comments to H. Havre and C. Kwon	1.00	720.00
05/28/2020	M J GOSWELL	P500	Review and comments to Term Loan B loan agreement.	0.80	468.00
05/29/2020	E J NEDELL	P500	Review and revise pledge agreement and distribute to Hunton team for review	0.80	576.00
05/29/2020	M J GOSWELL	P500	Drafting legal opinion for term loan B credit facility.	1.60	936.00
05/30/2020	E J NEDELL	P500	Email correspondence with M. Becker and C. DeSanze regarding open issues in Term Loan B Credit Agreement	0.50	360.00
05/31/2020	E J NEDELL	P500	Review DPW revisions to Underwriting Agreement	0.30	216.00
TOTAL P500				45.40	
TOTAL HOURS				149.00	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	4.30	936.00	4,024.80
E J NEDELL	Partner	57.70	720.00	41,544.00
J CHANDAPILLAI	Counsel	2.70	747.00	2,016.90
D J MURPHY	Counsel	69.40	770.00	53,438.00
M J GOSWELL	Associate	14.20	585.00	8,307.00
P C JAMIESON	Associate	0.70	491.00	343.70
TOTAL FEES (\$)				109,674.40

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	1.00	720.00
Corporate Review	P210	5.90	5,012.10
Structure / Strategy / Analysis	P300	91.50	68,873.80
Initial Document Preparation / Filing	P400	5.20	3,042.00
Negotiation / Revision / Responses	P500	45.40	32,026.50
		149.00	109,674.40

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MATTER SUMMARY:

Current Fees:	\$ 109,674.40
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 109,674.40

INVOICE SUMMARY:

Current Fees:	\$ 1,134,314.50
Current Charges:	2,396.65
CURRENT INVOICE AMOUNT DUE:	\$ 1,136,711.15